WILTON

WILTON RESOURCES CORPORATION LIMITED

ANNUAL REPORT 2023

Exploring New Depths Uncovering New Potential

VISION

To be an accomplished gold mining group in Asia

MISSION

We are committed to provide sustainable value to our stakeholders and be socially responsible

CORE VALUES

Pledge of partnership
We adopt a "Partnership" approach to achieve a "win-win" situation in all our relationships

Sense of conviction
Our passion and sense of conviction in our business inspires us to deliver our goals

CONTENTS

This annual report has been prepared by Wilton Resources Corporation Limited (the "Company") and its contents have been reviewed by the Company's sponsor, ZICO Capital Pte. Ltd. (the "Sponsor"), in accordance with Rule 226(2)(b) of the Singapore Exchange Securities Trading Limited ("SGX-ST") Listing Manual Section B: Rules of Catalist.

This annual report has not been examined or approved by the SGX-ST and the SGX-ST assumes no responsibility for the contents of this annual report, including the correctness of any of the statements or opinions made, or reports contained herein.

The contact person for the Sponsor is Ms Goh Mei Xian, Director, ZICO Capital Pte. Ltd. at 77 Robinson Road, #06-03 Robinson 77, Singapore 068896, telephone (65) 6636 4201.

CORPORATE PROFILE

Listed on the Catalist of the Singapore Exchange, Wilton Resources Corporation Limited is engaged in the exploration and mining of gold, and production of gold dore in Indonesia.

CHAIRMAN'S STATEMENT

I am pleased to report that Wilton had achieved a production capacity of 300 tonnes per day ("tpd") with a recovery rate of 60% to 80%.

DEAR SHAREHOLDERS,

I am pleased to present to you our Annual Report for the financial year ended 31 December 2023 ("FY2023") outlining the progress and achievements of Wilton Resources Corporation Limited ("Wilton" or the "Company", and together with its subsidiaries, the "Group").

In FY2023, Wilton encountered notable challenges, all of which have contributed to the growth and resilience of our company. Despite facing unprecedented seasonal supply volatility, Wilton has demonstrated its commitment to operational excellence, sustainability, and value creation for our shareholders.

Operational Performance: Our dedication to operational excellence remained unwavering throughout the year. Despite the challenges posed by the shortage in the chemical supply chain and El-Nino, an extreme dry season that affected the availability of the Processing Facility, our dedicated team has worked tirelessly to ensure continuity in our mining operations. I am pleased to report that Wilton had achieved a production capacity of 300 tonnes per day ("tpd") with a recovery rate of 60% to 80%.

Wilton remains cautiously optimistic despite the prevailing uncertainties in the global economic landscape. We are confident in the long-term fundamentals of the gold mining industry and remain committed to delivering sustainable value for our shareholders.

Wilton will continue to prioritize optimizing our operations to 500 tpd, as we navigate the evolving market dynamics and pursue growth opportunities. We are expanding the existing open pit limits to optimize our resource utilization.

APPRECIATION

I would like to express my gratitude to our shareholders, employees, customers, and stakeholders for their unwavering support and commitment. It is through your dedication and collective effort that Wilton continues to thrive and make meaningful contributions to the gold mining industry.

A special thanks to Dato Sri Chong Thim Pheng for his continued support in the Ciemas Gold Project.

To my fellow Directors on the Board, I would like to thank you for the guidance and advice throughout this eventful financial year.

Thank you for your continued trust and confidence in the Group.

WIJAYA LAWRENCE
Executive Chairman and President

BOARD OF DIRECTORS

MR WIJAYA LAWRENCE

EXECUTIVE CHAIRMAN AND PRESIDENT

Mr Wijaya Lawrence, an Indonesian citizen and an entrepreneur, is the Executive Chairman and President of the Group and the President Commissioner of PT. Wilton Makmur Indonesia Tbk. Being the founder of Wilton, Mr Wijaya Lawrence is responsible for the strategic planning, overall management and operations of the Group.

Prior to 2000, Mr Wijaya Lawrence was involved in various general trading businesses, such as lighting products and electronics.

In 2000, Mr Wijaya Lawrence founded PT. Wilton Wahana Indonesia ("PT WWI"), which was involved in the business of trading in lighting products and electronics.

In 2007, Mr Wijaya Lawrence was also involved in the business of trading various natural resources, such as zirconium, lead and coal, to several countries.

In 2010, Mr Wijaya Lawrence decided to cease the trading business of PT WWI and focus on the mining business of the Group.

Mr Ngiam Mia Je Patrick, a Singapore citizen, is the Non-Executive Director of the Company. Mr Ngiam Mia Je Patrick is the Chairman and co-founder of the Essex group of companies ("Essex"). He is also the Chairman and Chief Executive Officer of IPC Corporation Limited (listed on the SGX-ST Main Board) and Chairman of Essex Bio Technology Limited (listed on HKEx). Mr Ngiam Mia Je Patrick, graduated in Electronic Engineering with first class honours, is an acknowledged entrepreneur in Singapore and has received many accolades. In 1990, he was awarded the inaugural KPMG High-Tech Entrepreneur Award. Other awards include the DHL & Singapore Press Holdings' Singapore Business Award Businessman of the Year in 1994 and the Chevalier De L'Ordre National Du Merite conferred by Le President De La Republique Francaise in 1996.

MR NGIAM MIA JE PATRICK

NON-EXECUTIVE DIRECTOR

BOARD OF DIRECTORS

MR TAN CHER LIANG

LEAD INDEPENDENT NON-EXECUTIVE DIRECTOR

Mr Tan Cher Liang, a Singapore Citizen, is the Lead Independent Non-Executive Director of the Company. He chairs the Audit Committee and is a member of the Nominating Committee and the Remuneration Committee. He has more than 40 years of experience in corporate advisory and general management.

Currently, he also serves on the boards of various public and private companies in Singapore including being an Independent Non-Executive Chairman of Jumbo Group Limited and Vibrant Group Limited, and an Independent Director of Food Empire Holdings Limited, Hiap Seng Industries Limited, Kingsmen Creatives Ltd, and IPC Corporation Ltd. He is a Trustee of Kwan Im Thong Hood Cho Temple and a Director of D S Lee Foundation and EtonHouse Community Fund. He is a qualified financial professional from the Association of Chartered Certified Accountants of the United Kingdom. He was conferred the Public Service Medal (PBM) in 1996.

Mr Seah Seow Kang Steven, a Singapore citizen, is an Independent Non-Executive Director of the Company. He is a lawyer by profession and has more than 40 years of experience in legal practice.

Mr Seah Seow Kang Steven is the co-founder and is currently a partner of Seah Ong & Partners LLP and has been involved in the management of the firm and also handled general legal matters relating to property, family, corporate and litigation.

In 2002, he was awarded the Public Service Medal (Pingat Bakti Masyarakat) and in 2013, he was awarded the Public Service Star (Bintang Bakti Masyarakat).

Mr Seah Seow Kang Steven obtained his Bachelor of Laws (Honours) from the University of Singapore in 1980 and a Diploma in Business Law from the National University of Singapore in 1988.

MR SEAH SEOW KANG STEVEN

INDEPENDENT NON-EXECUTIVE DIRECTOR

MR LUI PANG HUNG

INDEPENDENT NON-EXECUTIVE DIRECTOR

Mr Lui Pang Hung, a Singapore citizen, is an Independent Non-Executive Director of the Company. Mr Lui has worked in Singapore, China, and Indonesia for several years and held senior management positions in various industries. He was a legal practitioner by profession before venturing into corporate positions and has more than 25 years of experience in general and operational management.

Mr Lui Pang Hung obtained his Bachelor of Laws (Honours) degree from the National University of Singapore in 1981.

KEY EXECUTIVES

MR ANDRIANTO DARMASAPUTRA LAWRENCE

VICE PRESIDENT (OPERATIONS)

MR NICCO DARMASAPUTRA LAWRENCE

VICE PRESIDENT (GENERAL ADMINISTRASTION)

MR ANTONY

VICE PRESIDENT (TECHNICAL AND DEVELOPMENT)

Mr Andrianto Darmasaputra Lawrence, an Indonesian citizen, is the Group's Vice President (Operations) and the Director of PT. Wilton Makmur Indonesia Tbk. He is responsible for managing the Company's day-to-day operations and reporting them to the Executive Chairman and President, Mr Wijaya Lawrence. He also assists in managing the Treasury, Human Resources and Finance of the Group.

Prior to joining the Group full-time in December 2012 as Assistant to Chairman, Mr Andrianto Darmasaputra Lawrence worked for the Group on a part-time basis from January 2010 to November 2012, where he gained a comprehensive understanding of the Group's core business.

He obtained his Bachelor of Business (Management) from the Royal Melbourne Institute of Technology (Australia) in 2012.

Mr Nicco Darmasaputra Lawrence, an Indonesian citizen, is the Group's Vice President (General Administration). He is responsible for overseeing the Administration Division and also assists the Executive Chairman and President, Mr Wijaya Lawrence, in managing the business development and operations of the Group.

Prior to joining the Group full-time in October 2011, Mr Nicco Darmasaputra Lawrence worked for the Group on a part-time basis from September 2009 to September 2011, where he gained a comprehensive understanding of the Group's business and operations.

He obtained his Diploma in Business from the University of Hertfordshire (London) in 2008 and a Bachelor of Arts in Business Management from the Universitas Trisakti (Indonesia) in 2011.

Mr Antony, an Indonesian citizen, is the Group's Vice President (Technical and Development). He is responsible for overseeing the Technical and Development Division. He has diverse experience in mechanical engineering industry including the power and process industry and heavy manufacturing engineering.

Prior to joining the Group in April 2015, Mr Antony worked as an engineering consultant since 1993. He was a senior engineer at Foster Wheeler Power Engineering from 1985 to 1992, where he developed a novel industrial boiler and had management experience in power station outage. He had also been responsible for a group heating project.

He obtained his Bachelor of Engineering (Honours) in Mechanical Engineering from Liverpool University U.K. and Master of Science (Mechanical Engineering) from King's College (University of London). He is a Chartered Engineer and a member of the Institute of Mechanical Engineer U.K.

KEY EXECUTIVES

MR CHIA WEI YANG (ETHAN)

GROUP FINANCIAL CONTROLLER

Mr Chia Wei Yang (Ethan), a Singapore citizen, is the Group's Financial Controller and the Director of PT. Wilton Makmur Indonesia Tbk. He has experience in external audit, internal audit, accounting, human resources, merger & acquisitions, reverse takeovers, trade financing and debt & equity financing. He assists the Vice President (Operations) and is responsible for providing leadership and direction for all aspects of financial planning, internal control compliance and financial reporting of the Group.

Prior to joining the Group in November 2016, Mr Chia Wei Yang (Ethan) was with Ernst & Young (Singapore) from November 2014 to October 2016 and had a portfolio that consisted of Investment Banks, Cooperative Banks, Private Equity Funds, Commodities Traders and REITS. Mr Chia Wei Yang (Ethan) was with Deloitte & Touche (Singapore) from November 2012 to October 2014 and had a portfolio that consisted of Oil & Gas, Tourism, Manufacturing, Shipping and FMCG industries.

He obtained his Bachelor of Accountancy from Royal Melbourne Institute of Technology (Australia) and is a member of CPA Australia.

MR SANDY SALIM

FINANCE MANAGER

Mr Sandy Salim, an Indonesian Citizen, is the Finance Manager of the Group. He has more than 20 years of experience in external audit, internal audit, finance and accounting in a range of industries, including oil and gas, forestry, plantation and mining. He assists the Vice President (Operations) in the accounting and reporting functions of the Group.

Prior to joining the Group as Finance Manager, Mr Sandy Salim was with AsianIndo Holding Pte Ltd. from July 2012 to July 2013 as its Finance Manager. From June 2011 to May 2012, he was the Finance Manager of RH Petrogas Limited, an oil and gas company listed on the SGX-ST Main Board. From November 2008 to May 2011, he was the Group Accounting Manager of United Fiber System Limited, a forestry and construction Company listed on the SGX-ST Main Board. From September 2007 to November 2008, he was an Audit Assistant Manager with LTC LLP Singapore. From November 2001 to September 2007, he was an Audit Senior with BDO LLP Singapore and Ernst & Young (Jakarta).

He obtained his Bachelor of Accounting from the Tarumanagara University in 2001 and Certified Public Accountant from Indonesian Institute of Certified Public Accountants in 2004.

MS AMNAH TARIGAN

ACCOUNTING MANAGER

Ms Amnah Tarigan, an Indonesian citizen, is the Accounting Manager of the Group, and is based in the Group's Indonesia office. She has more than 15 years of experience in internal audit, finance, accounting and audit in a range of industries, including hospitality and mining. She assists the Vice President (Operations) in the accounting and reporting functions of the Group.

Prior to joining the Group, she was an Internal Auditor of PT. BPK Gunung Mulia from February 2008 to June 2009. In 2007, she mainly undertook finance, accounting and tax assignments on a part-time basis. From January 2005 to October 2006, she was the Finance Supervisor of PT Prakarsa Nusa Cemerlang. From March 1999 to December 2004, she was the Accounting Superintendent at PT Multi Granitindo Utama. From November 1996 to February 1999, she was the Chief Finance Assistant & Accounting Staff at PT Jaka Artha Graha. Between June 1994 and November 1996, she was an Audit Executive at Soerhardjo Soewando & Rekan (public accountant) and an Internal Auditor at PT Puri Kamandalu - Hotel Banyan Tree.

She obtained her Bachelor of Accounting from the Universitas Kristen in 2005.

Rich in ore reserves and mineral resources, the Group's Ciemas Gold Project, covering a total area of 3,078.5 hectares, is located in West Java, Indonesia. In the latest Independent Qualified Person's Report ("IQPR")[1], it is estimated that the Ciemas Gold Project contains approximately 3,260 kt of ore reserves with an average grade of approximately 7.7 g/t of gold[2]. In terms of mineral resources, it is estimated that the Ciemas Gold Project has approximately 3,415 kt of measured and indicated mineral resources and 2,559 kt of inferred mineral resources, with an average grade of approximately 8.6 g/t and 6.5 g/t of gold[2], respectively.

Besides seeking to develop gold deposits, the Group is exploring the potential of other mineralised areas of the Ciemas Gold Project to build sustainable value for its stakeholders.

1 IQPR dated 30 September 2018 was prepared by independent consultant, SRK Consulting (China) Ltd ("SRK").

2 In accordance with the 2012 edition of the Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves (the "JORC Code 2012 Edition").

OPERATIONS AND FINANCIAL REVIEW

OPERATIONS REVIEW

A. PRODUCTION PROGRAMME

Processing Facility

FY2023 has been a challenging year for the Company. In 3Q2023 and 4Q2023, the Company's production was affected by El-Nino, an extreme dry season which had affected the availability of the Processing Facility. In addition, there was an unexpected country-wide shortage of Cyanide availability which had affected the Company's leaching and stripping processes.

In 3Q2023 and 4Q2023, the Processing Facility achieved an average production rate of 300tpd. However, due to the ore mineralogy characteristics, further optimization and improvement is required for the Processing Facility.

Future Plans

(1) The Company plans to commence its underground mining activities in FY2025.

(2) The Company is aggressively expanding the existing open-pit limits to ensure the mining team extract the highest grade of ores.

(3) The Company is on track to implement the maintenance plan for Heavy Equipment and Supply Chain Management so as to achieve optimal uptime for both the Processing Facility and the fleet of Heavy Equipments.

(4) The Company plans to expand an additional 1,000tpd capacity once it is able to achieve 500tpd Commercial Production.

B. EXPLORATION PROGRAMME

The Independent Qualified Person's Report dated 30 September 2018 ("2018 IQPR"), prepared by an independent consultant, SRK Consulting China Ltd. ("SRK"), detailed an estimation of mineral resources and ore reserves (in accordance with the JORC Code 2012 Edition) in the Group's six prospects areas at the Ciemas Gold Project (namely Pasir Manggu West, Cikadu, Sekolah, Cibatu, Cibak and Cipancar). As at 31 December 2022, the Group has yet to commence commercial production of gold of the Ciemas Gold Project, the estimation of mineral resources and ore reserves as at 31 December 2022 remained unchanged from that reported in the 2018 IQPR. It is estimated to contain approximately 3,260 kt of ore reserves with an average grade of approximately 7.7 g/t of gold (in accordance with the JORC Code 2012 Edition). In terms of mineral resources, there are approximately 3,415 kt of measured and indicated mineral resources with an average grade of about 8.6 g/t of gold, and approximately 2,559 kt of inferred mineral resources with an average grade of about 6.5 g/t of gold, in accordance with the JORC Code 2012 Edition.

Going forward, the Group will focus on developing the six Prospects where the gold mineral resources have been quantified in the 2018 IQPR. Where appropriate, exploration efforts will also extend to other mineralised areas within the concession blocks. Additional surface rights to area within the Group's concession blocks may be acquired to facilitate future exploration, when necessary.

Mineral Resources and Ore Reserves Status Update

The estimation of the Group's mineral resources and ore reserves for the six prospects, namely Pasir Manggu West, Cikadu, Sekolah, Cibatu, Cibak and Cipancar, is as shown in Tables 1.1 to 1.5.

Date of report:	31 December 2022
Date of previous report:	31 December 2021

OPERATIONS AND FINANCIAL REVIEW (Continued)

Mineral Resources and Ore Reserves Summary Tables

1.1. Pasir Manggu West

Category	Mineral Type	Gross Attributable to Licence		Net Attributable to Issuer			Remarks
		Tonnes (kt)	Grade (g/t Au)	Tonnes (kt)	Grade (g/t Au)	Change[1] (%)	
Ore Reserves							
Proved	–	–	–	–	–	–	
Probable	Quartz Vein Gold	587	6.6	587	6.6	–	
Total		**587**	**6.6**	**587**	**6.6**	**–**	
Mineral Resources[2]							
Measured	Quartz Vein Gold	100	7.3	100	7.3	–	at cut-off grade of 1.0 g/t Au
Indicated	Quartz Vein Gold	489	7.3	489	7.3	–	
Inferred	Quartz Vein Gold	242	4.9	242	4.9	–	
Total		**831**	**6.6**	**831**	**6.6**	**–**	

1.2. Cikadu

Category	Mineral Type	Gross Attributable to Licence		Net Attributable to Issuer			Remarks
		Tonnes (kt)	Grade (g/t Au)	Tonnes (kt)	Grade (g/t Au)	Change[1] (%)	
Ore Reserves							
Proved	–	–	–	–	–	–	
Probable	Structurally Altered Gold	986	8.0	986	8.0	–	
Total		**986**	**8.0**	**986**	**8.0**	**–**	
Mineral Resources[2]							
Measured	–	–	–	–	–	–	at cut-off grade of 1.0 g/t Au
Indicated	Structurally Altered Gold	1,089	8.8	1,089	8.8	–	
Inferred	Structurally Altered Gold	299	9.5	299	9.5	–	
Total		**1,388**	**9.0**	**1,388**	**9.0**	**–**	

OPERATIONS AND FINANCIAL REVIEW (Continued)

1.3. Sekolah

Category	Mineral Type	Gross Attributable to Licence		Net Attributable to Issuer			Remarks
		Tonnes (kt)	Grade (g/t Au)	Tonnes (kt)	Grade (g/t Au)	Change[1] (%)	
Ore Reserves							
Proved	–	–	–	–	–	–	
Probable	Structurally Altered Gold	679	8.1	679	8.1	–	
Total		**679**	**8.1**	**679**	**8.1**	**–**	
Mineral Resources[2]							
Measured	–	–	–	–	–	–	at cut-off grade of 1.0 g/t Au
Indicated	Structurally Altered Gold	700	9.1	700	9.1	–	
Inferred	Structurally Altered Gold	453	7.3	453	7.3	–	
Total		**1,154**	**8.4**	**1,154**	**8.4**	**–**	

1.4. Cibatu

Category	Mineral Type	Gross Attributable to Licence		Net Attributable to Issuer			Remarks
		Tonnes (kt)	Grade (g/t Au)	Tonnes (kt)	Grade (g/t Au)	Change[1] (%)	
Ore Reserves							
Proved	–	–	–	–	–	–	
Probable	Structurally Altered Gold	1,008	7.9	1,008	7.9	–	
Total		**1,008**	**7.9**	**1,008**	**7.9**	**–**	
Mineral Resources[2]							
Measured	–	–	–	–	–	–	at cut-off grade of 1.0 g/t Au
Indicated	Structurally Altered Gold	1,036	8.7	1,036	8.7	–	
Inferred	Structurally Altered Gold	455	7.0	455	7.0	–	
Total		**1,491**	**8.2**	**1,491**	**8.2**	**–**	

OPERATIONS AND FINANCIAL REVIEW (Continued)

1.5. Cibak and Cipancar

Category	Mineral Type	Gross Attributable to Licence		Net Attributable to Issuer			Remarks
		Tonnes (kt)	Grade (g/t Au)	Tonnes (kt)	Grade (g/t Au)	Change[1] (%)	
Ore Reserves							
Proved	–	–	–	–	–	–	
Probable	–	–	–	–	–	–	
Total	**–**	**–**	**–**	**–**	**–**	**–**	
Mineral Resources[2]							
Measured	–	–	–	–	–	–	at cut-off grade of 2.5 g/t Au
Indicated	–	–	–	–	–	–	
Inferred	Structurally Altered Gold and Quartz Vein	1,110	5.6	1,110	5.6	–	
Total		**1,110**	**5.6**	**1,110**	**5.6**	**–**	

kt – 1,000 tonnes
g/t Au – grams of gold per tonne of ore

Notes:

(1) Change from previous update as of 31 December 2021. Changes are relative to contained metal as estimated; positive number denotes increase and negative number denotes decrease.

(2) Mineral Resources are inclusive of Ore Reserves.

Name of Qualified Person: Dr Anshun (Anson) Xu, Corporate Consultant (Geology), SRK Consulting (China) Ltd.

Effective date of Mineral Resources and Ore Reserves estimated: 31 December 2022

Professional Society Affiliation/ Membership: The Australasian Institute of Mining and Metallurgy (AusIMM)/FAusIMM (#224861)

The estimation of the Group's ores reserves for the four prospects, namely Pasir Manggu West, Cikadu, Sekolah, and Cibatu, is as shown in Table 2 below.

Table 2 : Summary of ore reserves as of 31 December 2022

Section	Category	Reserve (kt)	Grade (g/t Au)	Gold (kg)
Cikadu	Probable	986	8.0	7,849
Sekolah	Probable	679	8.1	5,511
Cibatu	Probable	1,008	7.9	7,945
Pasir Manggu West	Probable	587	6.6	3,898
Total		**3,260**	**7.7**	**25,203**

kt – 1,000 tonnes
g/t Au – grams of gold per tonne of ore

OPERATIONS AND FINANCIAL REVIEW (Continued)

Note: The information in the 2018 IQPR which relates to ore reserve conversion is based on information compiled by Mr Falong Hu ("Mr Hu"), MAusIMM, and Mr Qiuji Huang ("Mr Huang"), FAusIMM, employees of SRK Consulting (China) Ltd. Both Mr Huang and Mr Hu have sufficient experience relevant to the style of mineralisation and type of deposit under consideration and to the activity which he is undertaking to qualify as Competent Persons as defined in the JORC Code 2012 Edition. Mr Huang supervised the work of Mr Hu. Mr Huang and Mr Hu consent to the reporting of this information in the form and context in which it appears.

The estimation of the Group's Mineral Resources from all six prospects is shown in table 3 below.

Table 3: Mineral Resources Statement for the six prospects as of 31 December 2022

Property	Type	Category	Resource (kt)	Grade (g/t Au)	Gold (kg)
Pasir Manggu West	Oxide	Indicated	109	7.2	783
		Inferred	36	5.6	200
	Fresh	Measured	100	7.3	731
		Indicated	380	7.3	2,776
		Inferred	206	4.7	975
Cikadu	Oxide	Indicated	81	6.2	496
		Inferred	20	6.9	134
	Fresh	Indicated	1,008	9.1	9,126
		Inferred	280	9.7	2,718
Sekolah	Oxide	Indicated	89	5.8	510
		Inferred	128	4.9	621
	Fresh	Indicated	612	9.6	5,869
		Inferred	326	8.3	2,689
Cibatu	Oxide	Indicated	129	6.2	794
		Inferred	78	3.0	233
	Fresh	Indicated	907	9.1	8,216
		Inferred	377	7.8	2,951
4 Prospects Total	***Oxide***	***Indicated***	***407***	***6.3***	***2,583***
		Inferred	***261***	***4.5***	***1,188***
	Fresh	***Measured + Indicated***	***3,007***	***8.9***	***26,718***
		Inferred	***1,188***	***7.9***	***9,332***
	Oxide + Fresh	***Measured + Indicated***	***3,415***	***8.6***	***29,301***
		Inferred	***1,449***	***7.3***	***10,520***
Cibak	Oxide + Fresh	Inferred	660	5.6	3,717
Cipancar	Oxide + Fresh	Inferred	450	5.6	2,520
Cibak & Cipancar Total	***Oxide + Fresh***	***Inferred***	***1,110***	***5.6***	***6,237***
4 Prospects + Cibak & Cipancar Total	***Oxide + Fresh***	***Measured + Indicated***	***3,415***	***8.6***	***29,301***
	Oxide + Fresh	***Inferred***	***2,559***	***6.5***	***16,757***

kt – 1,000 tonnes
g/t Au – grams of gold per tonne of ore

Note: Cut-off grades applied for mineral resources statement are 1.0 g/t Au for the 4 Prospects and 2.5 g/t Au for Cibak and Cipancar.

OPERATIONS AND FINANCIAL REVIEW (Continued)

Mineral resources are not ore reserves and do not have demonstrated economic viability.

All figures are rounded to reflect the relative accuracy of the estimate. All composites have been capped where appropriate.

Figures for Au metal in this table are estimated based on the resource tonnages and grades, and do not represent the exact amount of extractable metal for this Project. They should be treated differently from the expected production of gold bullion.

The information in the 2018 IQPR which relates to mineral resources estimates is based on information compiled by Dr Anson Xu ("Dr Xu"), and Mr Pengfei Xiao ("Mr Xiao"), employees of SRK Consulting (China) Ltd. Dr Xu, FAusIMM, and Mr Xiao, MAusIMM, have sufficient experience relevant to the style of mineralisation and type of deposit under consideration and to the activity which they are undertaking to qualify as Competent Persons as defined in the JORC Code 2012 Edition. Dr Xu and Mr Xiao consent to the reporting of this information in the form and context in which it appears.

FINANCIAL REVIEW

Income Statement

Revenue / Cost of sales / Gross profit

For FY2023, the Group sold a total of 4.2 kilograms (FY2022: 6.3 kilograms) of gold dore at an average price of approximately US$1,963/oz (FY2022: US$1,773/oz) of gold. Correspondingly, the Group recorded cost of sales of Rp 3.6 billion for FY2023 (FY2022: Rp 4.0 billion). As a result, the Group recorded a gross profit of Rp 0.4 billion for FY2023 (FY2022: Rp 1.4 billion).

Other income

Other income increased by Rp 163.1 billion, from Rp 24 million in FY2022 to Rp 163.2 billion in FY2023, mainly due to a gain on modification of the Project Financing Liability[1] amounting to Rp 159.0 billion.

Interest income from loans and receivables

Interest income increased by Rp 0.2 billion, from Rp 0.4 billion in FY2022 to Rp 0.7 billion in FY2023. The increase in interest income was mainly due to an increase in the annual interest rate of the restricted time deposits which was between 1.9% to 4.0% (FY2022: 2.0% to 2.5%).

Other expenses

Other expenses decreased by Rp 27.5 billion, from Rp 28.7 billion in FY2022 to Rp 1.3 billion in FY2023, mainly due to (i) a decrease in net foreign exchange loss amounting to Rp 27.9 billion due to the strengthening of IDR against USD and SGD during FY2023; and (ii) partially offset by an increase in bank charges and other miscellaneous expenses amounting to Rp 0.5 billion.

Other operating expenses

Other operating expenses increased by Rp 19.0 billion, from Rp 12.0 billion in FY2022 to Rp 31.0 billion in FY2023, mainly due to (i) an increase in site operational improvement costs amounting to Rp 11.3 billion; (ii) an increase in professional fee expenses amounting to Rp 7.9 billion; (iii) an increase in site other expenses is mainly due to improvements made on the Processing Facility amounting to Rp 4.4 billion; and (iv) partially offset by a decrease in site electricity expenses amounting to Rp 4.5 billion.

Note:

(1) On 26 October 2017, the Group secured a project financing arrangement of US$13.5 million with Karl Hoffmann Mineral Pte. Ltd. ("KHM") to build a 500 tonnes per day flotation and carbon-in-leach mineral processing facility at the Group's Ciemas Gold Project located in West Java, Indonesia (the "Project Financing Liability"). The Project Financing Liability was recorded at amortised cost.

OPERATIONS AND FINANCIAL REVIEW (Continued)

Finance costs

Finance costs increased by Rp 60.7 billion, from Rp 75.8 billion in FY2022 to Rp 136.5 billion in FY2023. The increase was mainly due to (i) an increase in the interest expense recognised arising from the Project Financing Liability amounting to Rp 67.1 billion; and (ii) partially offset by a decrease in interest expense for loans carried at amortised cost amounting to Rp 6.1 billion.

General and administrative ("G&A") expenses

G&A expenses increased by Rp 3.8 billion, from Rp 40.1 billion in FY2022 to Rp 43.9 billion in FY2023. The increase was mainly due to (i) an increase in other expenses such as tax provisions amounting to Rp 1.5 billion; (ii) an increase in payroll expenses amounting to Rp 2.5 billion; (iii) an increase in employee benefit expenses amounting to Rp 0.5 billion; (iv) an increase in maintenance and repair expenses amounting to Rp 0.25 billion; and partially offset by a decrease in depreciation expenses amounting to Rp 1 billion.

(Loss)/profit after tax

As a result of the above, the Group recorded a loss after tax of Rp 53.2 billion in FY2023, as compared to a loss after tax of Rp 154.9 billion in FY2022. Excluding (i) the gain on modification of Project Financing Liability in FY2023 amounting to Rp 159.0 billion (FY2022: Nil) and (ii) the interest expense on the Project Financing Liability in FY2023 amounting to Rp 135.3 billion (FY2022: 68.2 billion), the Group recorded a loss after tax of Rp 76.9 billion in FY2023 (FY2022: Rp 86.7 billion).

Statement of financial position

Assets

Property, plant and equipment ("PPE") increased by Rp 37.9 billion, from Rp 275.9 billion as at 31 December 2022 to Rp 313.8 billion as at 31 December 2023, mainly due to additions amounting to Rp 40.7 billion, partially offset by depreciation charges amounting to Rp 2.8 billion in FY2023. The additions were mainly due to an increase in construction in progress.

Intangible assets decreased by Rp 34 million, from Rp 51 million as at 31 December 2022 to Rp 17 million as at 31 December 2023, due to amortization charges incurred in FY2023.

Right-of-use assets ("ROU assets") relate to prepaid leases of land within the Group's concession blocks as well as office and vehicle rental. ROU assets decreased by Rp 2.9 billion, from Rp 38.9 billion as at 31 December 2022 to Rp 36.0 billion as at 31 December 2023, mainly due to additions amounting to Rp 3.6 billion, partially offset by depreciation charges amounting to Rp 6.4 billion, and disposals of ROU assets amounting to Rp 0.2 billion.

Trade and other receivables increased by Rp 1.6 billion, from Rp 0.6 billion as at 31 December 2022 to Rp 2.2 billion as at 31 December 2023, due to (i) an increase in trade debtors amounting to Rp 1.0 billion; (ii) deposits amounting to Rp 0.4 billion; (iii) GST receivables amounting to Rp 0.2 billion; (iv) purchase advances amounting to Rp 0.3 billion; and partially offset by a decrease in employee receivables amounting to Rp 0.3 billion.

Prepayments (current) increased by Rp 0.2 billion, from Rp 0.5 billion as at 31 December 2022 to Rp 0.7 billion as at 31 December 2023. The increase was mainly due to annual investment token license fee amounting to Rp 0.2 billion.

Amounts due from subsidiaries (at Company level) increased by Rp 44.3 billion, from Rp 69.2 billion as at 31 December 2022 to Rp 113.5 billion as at 31 December 2023, due to (i) an increase in intergroup funding amounting to Rp 40.5 billion; (ii) an increase in management service fee income amounting to Rp 2.5 billion; and (iii) an increase in foreign exchange revaluation amounting to Rp 1.3 billion.

OPERATIONS AND FINANCIAL REVIEW (Continued)

Inventories increased by Rp 3.8 billion, from Rp 6.9 billion as at 31 December 2022 to Rp 10.7 billion as at 31 December 2023, due to (i) an increase in ore in stock piles amounting to Rp 0.8 billion, and additional work-in-progress amounting to Rp 7.8 billion, partially offset by (ii) a decrease in gold dore amounting to Rp 0.4 billion; and (iii) a decrease in supplies amounting to Rp 4.4 billion.

Cash and cash equivalents decreased by Rp 13.8 billion, from Rp 18.2 billion as at 31 December 2022 to Rp 4.4 billion as at 31 December 2023. Please refer to the section on "Cashflow" for the movement in cash and cash equivalents.

Liabilities

Trade payables (current) increased by Rp 1.1 billion, from Rp 1.6 billion as at 31 December 2022 to Rp 2.7 billion as at 31 December 2023. The increase was mainly due to additional amounts owing to vendors.

Other payables and accruals (current) increased by Rp 41.6 billion, from Rp 84.6 billion as at 31 December 2022 to Rp 126.3 billion as at 31 December 2023, mainly due to an increase in payables and/or accruals for (i) purchase of property, plant and equipment amounting to Rp 27.2 billion; (ii) an increase in payroll related expenses amounting to Rp 9.5 billion; and (iii) an increase in interest charges amounting to Rp 5.1 billion.

Other payables and accruals (current) (at Company level) increased by Rp 10.9 billion, from Rp 25.1 billion as at 31 December 2022 to Rp 36.0 billion as at 31 December 2023, mainly due to (i) an increase in professional services amounting to Rp 2.0 billion; (ii) a decrease in general and admin expenses amounting to Rp 0.1 billion; (iii) an increase in payroll related expenses amounting to Rp 7.1 billion; and (iv) an increase in directors' fees amounting to Rp 1.7 billion.

Amounts due to a related party increased by Rp 2.3 billion, from Nil as at 31 December 2022 to Rp 2.3 billion as at 31 December 2023 due to advances received from a Director for working capital.

Amounts due to subsidiaries (at Company level) increased by Rp 52.1 billion, from Rp 78.7 billion as at 31 December 2022 to Rp 130.8 billion as at 31 December 2023, due to proceeds received from disposal of interest in a subsidiary without loss of control amounting to Rp 51.3 billion, partially offset by foreign exchange revaluation amounting to Rp 1.0 billion; and reimbursement expenses amounting to Rp 0.2 billion.

Lease liabilities (current and non-current) increased by Rp 3.1 billion, from Rp 0.5 billion as at 31 December 2022 to Rp 3.6 billion as at 31 December 2023, mainly due to additional office and vehicle leases amounting to Rp 3.6 billion, partially offset against (i) payment of lease liabilities amounting to Rp 0.5 billion; and (ii) accretion of interest amounting to Rp 0.1 billion.

Loans and borrowings (current) decreased by Rp 40.8 billion, from Rp 62.7 billion as at 31 December 2022 to Rp 21.9 billion as at 31 December 2023, mainly due to the write off of the total principal and interest amount arising from the sale of shares and repurchase agreement amounting to Rp 41.0 billion.

Loans and borrowings (non-current) decreased by Rp 28.0 billion, from Rp 319.1 billion as at 31 December 2022 to Rp 291.1 billion as at 31 December 2023. The decreased was mainly due to (i) repayments amounting to Rp 2.4 billion; (ii) gain from the modification of the Project Financing Liability amounting to Rp 159.0 billion; (iii) unrealized exchange differences amounting to Rp 1.9 billion and partially offset by accretion of interests expense amounting to Rp 135.3 billion.

Working Capital

The Group's working capital decreased by Rp 14.1 billion, from a deficit of Rp 98.1 billion as at 31 December 2022 to a deficit of Rp 112.2 billion as at 31 December 2023. Please refer to the above sections on "Assets" and "Liabilities" on the movement in current assets and current liabilities.

OPERATIONS AND FINANCIAL REVIEW (Continued)

Cashflow Statement

Net cash outflow for operating activities of Rp 47.4 billion in FY2023 was mainly due to the operating loss before working capital changes amounting to Rp 63.9 billion and interest paid amounting to Rp 1.0 billion, partially offset against working capital changes of Rp 16.7 billion and interest received amounting to Rp 0.7 billion.

Changes in working capital in FY2023 was due to (i) an increase in prepayments of Rp 0.2 billion; (ii) an increase in trade debtors amounting to Rp 1.1 billion; (iii) an increase in other debtors and deposits of Rp 0.5 billion; (iv) an increase in inventories amounting to Rp 3.9 billion; (v) an increase in trade payables amounting to Rp 1.1 billion; and (vi) an increase in other payables and accruals amounting to Rp 21.4 billion.

Net cash generated from investing activities of Rp 34.8 billion in FY2023 was mainly due to net proceeds received from partial disposal of interest in a subsidiary without loss of control amounting to Rp 51.3 billion; and partially offset by against purchase of property, plant and equipment amounting to Rp 16.6 billion.

Net cash used in financing activities in FY2023 amounting to Rp 0.2 billion was mainly due to (i) payment of long term borrowing amounting to Rp 2.4 billion; and (ii) payment of lease liabilities amounting to Rp 0.5 billion, partially offset against (iii) proceeds of short term bank overdrafts amounting to Rp 0.2 billion; and (iv) proceeds from a related party amounting to Rp 2.5 billion.

As at 31 December 2023, the Group had cash and cash equivalents of Rp 4.4 billion, representing a decrease of Rp 13.8 billion (after effect of exchange rate changes on cash and cash equivalents) from Rp 18.2 billion as at 1 January 2023.

CORPORATE GOVERNANCE REPORT

The board of directors (the "**Board**" or the "**Directors**") and the management ("**Management**") of Wilton Resources Corporation Limited ("**Company**", and its subsidiaries, the "**Group**") are committed to achieving a high standard of corporate governance within the Group. Underlying this commitment is the belief that good corporate governance will help to enhance corporate performance and protect the interests of the Company's shareholders (the "**Shareholders**"). In this respect, the Company adopts corporate governance practices based on the principles and provisions set out in the Singapore Code of Corporate Governance 2018 (the "**Code**"). The Group also ensures that all applicable laws, rules and regulations including the Securities and Futures Act 2001 of Singapore and the Singapore Exchange Securities Trading Limited ("**SGX-ST**") Listing Manual Section B: Rules of Catalist ("**Catalist Rules**") are duly complied with.

This report outlines the Group's corporate governance practices for the financial year ended 31 December 2023 ("**FY2023**") with specific reference made to the principles and provisions of the Code. The Board confirms that, in FY2023, the Group has complied with the principles of the Code, and the provisions set out in the Code (except where otherwise explained). In areas where the Group's practices vary from any provisions of the Code, the Company has stated herein the provisions from which it has varied, and how the practices the Company had adopted are consistent with the intent of the relevant principle of the Code. The Company will continue to assess its needs and implement appropriate practices accordingly.

(A) BOARD MATTERS

THE BOARD'S CONDUCT OF AFFAIRS

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

Provision 1.1

Principal Duties of the Board

The Company is headed by an effective Board, comprising individuals from diversified backgrounds and who collectively bring with them a wide range of experience, to lead and manage the Group. The Board's primary role is to protect and enhance long-term Shareholders' value. Its responsibilities are distinct from the responsibilities of the Management. The Board sets the overall strategy for the Group and supervises the Management. To fulfil this role, the Board sets strategic directions, establishes goals for the Management and monitors the achievement of these goals, thereby taking responsibility for the overall corporate governance of the Group.

Code of Business Conduct and Ethics

The Board also sets the tone for the Company in respect of code of conduct, ethics, values and desired organisational culture, and also ensures proper accountability within the Group.

Conflict of Interest

The Board acts in good faith and in the best interests of the Company by exercising due care, skills and diligence, and avoiding conflicts of interest. The Directors are cognizant of their fiduciary duties at law. When a potential conflict of interest situation arises, the affected Director will recuse himself from the discussion and decisions involving the areas of potential conflict, unless the Board is of the opinion that his participation is necessary. Where such participation is permitted, the conflicted Director excuses himself for an appropriate period during the discussions to facilitate full and frank exchange by the other Directors, and shall in any event recuse himself from the decision-making.

CORPORATE GOVERNANCE REPORT (Continued)

Provision 1.2

Director Competencies

In addition to its statutory duties, the principal functions of the Board are:

a) review and approve corporate policies, strategies and financial plans of the Group, ensuring that the necessary financial and human resources are in place;

b) review and monitor the performance of the Management;

c) monitor financial performance including approval of the annual and interim financial reports and material interested person transactions;

d) setting the Company's values and standards, and ensuring that obligations to Shareholders and others are understood and met;

e) oversee and review the processes for evaluating the adequacy of internal controls, risk management, financial reporting and compliance;

f) consider sustainability issues as part of its strategic formulation;

g) approve major funding proposals, investments, acquisitions and divestment proposals; and

h) assume responsibility for corporate governance.

The Directors objectively discharge their duties and responsibilities at all times as fiduciaries in the interests of the Company.

Directors' Orientation and Training

Newly-appointed Directors will receive appropriate orientation programme and briefings on Director's duties, responsibilities, disclosure duties and statutory obligations. Newly appointed Directors will also be briefed by the Management on the business activities of the Group, strategic directions, governance policies, policies on disclosure of interests in securities, the rules relating to disclosure of any conflict of interest in a transaction involving the Company, prohibitions in dealing in the Company's securities and restrictions on disclosure of price sensitive information.

The Company will arrange for new Director with no prior experience of serving as a director in a listed company on Singapore Exchange to attend mandatory training conducted by Singapore Institute of Directors pursuant to Rule 406(3)(a) of the Catalist Rules, at the expense of the Company.

The Directors are also updated regularly on changes to the Catalist Rules, risk management, corporate governance, insider trading and key changes in the relevant regulatory requirements, financial reporting standards and the relevant laws and regulations to facilitate effective discharge of their fiduciary duties as members of the Board or Board Committees.

News releases issued by the SGX-ST and the Accounting and Corporate Regulatory Authority ("**ACRA**") which are relevant to the Directors are regularly circulated to the Board, by the Company Secretary and/or the continuing sponsor of the Company. The Company Secretary would inform the Directors of upcoming conferences and seminars relevant to their roles as Directors of the Company. Annually, the external auditors update the Audit Committee and the Board on new and revised financial reporting standards that are applicable to the Company or the Group.

Directors are encouraged to attend seminars and receive training to improve themselves in the discharge of Directors' duties and responsibilities. Changes to regulations and accounting standards are monitored closely by the Management. To keep pace with such regulatory changes, the Company provides opportunities for ongoing education, training and best practices as well as updates on changes in legislation and financial reporting standards, regulations and guidelines from the Catalist Rules that affect the Company and/or the Directors in discharging their duties. All the Directors had attended and completed the mandated sustainability training course organised by the Singapore Institute of Directors and the Institute of Singapore Chartered Accountants (ISCA) as required under the enhanced sustainability reporting rules announced by the SGX-ST in December 2021.

CORPORATE GOVERNANCE REPORT (Continued)

In addition, the Management regularly updates and familiarises the Directors on the business activities of the Group during the Board meetings. They will also be given opportunities to visit the Group's operations and meet the Management so as to gain a better understanding of the Group's business. In addition, such Directors will undergo other training courses as organised by the Singapore Institute of Directors or other training institution in areas such as accounting, legal and industry specific knowledge, where appropriate, in connection with their duties.

Provision 1.3

Matters Requiring Board's Approval

The Board has adopted a set of internal guidelines setting forth matters that require the Board's approval. Matters which are specifically reserved for the Board's decision are those involving significant acquisitions, disposals and financing proposals, reviewing and approving the Group's corporate policies, monitoring the performance of the Group and transactions relating to investment, financing, legal and corporate secretarial. The Board reviews these internal guidelines on a periodic basis to ensure their relevance to the operations of the Company.

Provision 1.4

Delegation by the Board

To assist the Board in the execution of its responsibilities, the Board has delegated specific responsibilities to three (3) committees, namely the Audit Committee ("**AC**"), the Nominating Committee ("**NC**") and the Remuneration Committee ("**RC**") (collectively, "**Board Committees**"). The Board Committees function within clearly defined terms of reference and operating procedures, which are reviewed on a regular basis to ensure their continued relevance and efficacy. While the Board Committees have the authority to examine particular issues and report back to the Board with their decisions and/or recommendations, the ultimate responsibility on all matters still lies with the entire Board.

Please refer to the various principles set out in this report for further information on the names of the members of the respective Board Committees, their terms of reference and a summary of activities of the respective Board Committees in FY2023.

All the Board Committees are actively engaged and play an important role in ensuring good corporate governance in the Company and within the Group. As the Board retains ultimate responsibility on all decisions, all matters discussed at the Board Committees' meetings are presented and reported to the Board for approval prior to its implementation. The Board Committees report its activities regularly to the Board. Minutes of the Board Committees are regularly provided to the Board and are available to all Board members. The Board Committees have explicit authority to investigate any matter within their terms of reference, have full access to and co-operation by Management, have resources to enable them to discharge their functions properly and full discretion to invite any Director or Senior Management to attend their meetings.

Provision 1.5

Board and Board Committees Meetings

The Board holds at least two (2) meetings each year to approve the half yearly and full year results announcement and to oversee the business affairs of the Group. Additional meetings are held at such other times as may be necessary to address specific significant matters that may arise. All Directors are furnished with the relevant Board agenda not less than a week to enable them to make informed decision prior to the meeting. Important matters concerning the Group are also put to the Board for its decision by way of written resolutions. The Company's Constitution provides for Board meetings to be held via telephone conference or video conference that enable them to communicate with each other simultaneously and instantaneously. The Non-Executive Directors (including the Independent Directors) participate actively during Board meetings. Directors with multiple board representations will ensure that sufficient time and attention are given to the affairs of the Company.

CORPORATE GOVERNANCE REPORT (Continued)

The table below sets out the number of Board and Board Committees meetings, as well as general meetings of the Company held during FY2023 and the attendance of each Director at these meetings:

	Board		AC		NC		RC		General Meeting	
	No. of meeting		No. of meeting		No. of meeting		No. of meeting		No. of meeting	
Name of Directors	**Held**	**Attended**	**Held**	**Attended**	**Held**	**Attended**	**Held**	**Attended**	**Held**	**Attended**
Wijaya Lawrence	2	2	2	2*	1	1*	1	1	1	1
Ngiam Mia Je Patrick	2	2	2	2*	1	1	1	1*	1	1
Tan Cher Liang	2	2	2	2	1	1	1	1	1	1
Seah Seow Kang Steven	2	2	2	2	1	1	1	1	1	1
Lui Pang Hung	2	2	2	2	1	1	1	1	1	1

* By Invitation

The Company has benefited from the Management's access to its Directors for guidance and exchange of views both within and outside of the meetings of the Board and Board Committees. The Non-Executive Directors (including the Independent Directors) communicate amongst themselves and with the Company's external auditor and the Management.

Provision 1.6

Access to Information

To enable the Board to fulfil its responsibilities, the Management strives to provide the Board members with complete, adequate and timely information for Board and Board Committees meetings on an on-going basis. The Board and Board Committees papers are prepared for each meeting and are disseminated to the members before the meetings. The Board and Board Committees papers include financial, business and corporate matters of the Group so as to enable the Directors to be properly briefed on matters to be considered at the Board and Board Committees meetings. The Directors are given separate and independent access to the Management and the Company Secretary to address any enquiries.

Provision 1.7

Access to Management and Company Secretary

The Company Secretary or her/his representative(s) attend all Board and Board Committees meetings and prepare minutes of Board and Board Committees meetings. The Company Secretary assists the Executive Chairman and President in ensuring that Board procedures are followed and reviewed in accordance with the Constitution so that the Board functions effectively and the relevant requirements of the Companies Act 1967 of Singapore ("**Companies Act**") and the Catalist Rules are complied with. The Company Secretary or her/his representative(s) advise the Board on all governance matters, ensuring that legal and regulatory requirements as well as Board policies and procedures are complied with. The appointment and removal of the Company Secretary are subject to the approval of the Board.

Independent Professional Advice

The Directors either individually or as a group may seek independent professional advice in furtherance of their duties and costs of such service will be borne by the Company.

CORPORATE GOVERNANCE REPORT (Continued)

BOARD COMPOSITION AND GUIDANCE

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

Provision 2.1

Director's Independence and Duration of Independent Directors' Tenure

There is presently a strong and independent element on the Board. Majority of the Board is made up of Independent Directors whose independence is reviewed annually by the NC. The criteria for independence is determined based on the guidelines as set out in Provision 2.1 of the Code, the Nominating Committee Guide issued by Singapore Institute of Directors and Rule 406(3)(d) of the Catalist Rules. The Board considers an independent director as one who has no relationship with the Company, its related companies, its substantial shareholders or its officers that could interfere or be reasonably perceived to interfere, with the exercise of the Directors' independent business judgment in carrying out the functions as an independent director with a view to the best interests of the Group.

The Independent Directors do not have any relationships (including immediate family relationships) with other Directors, the Company, its related corporations, its substantial shareholders or its officers that could interfere, or be perceived to interfere, with their independence.

The NC had conducted a rigorous review of the independence of Mr Seah Seow Kang Steven and Mr Tan Cher Liang who have served on the Board beyond nine (9) years, taking into consideration the following factors, amongst others, their considerable amount of experience and wealth of knowledge, their attendance and active participation in the proceedings and decision making process of the Board and Board Committee meetings, provision of continuity and stability to the Management at the Board level as they have developed deep insight into the business of the Company, their qualification and expertise provide reasonable checks and balances on the Management and their past and current contributions. Following the review, the NC is satisfied that they have exercised independent judgement and character in the best interests of the Company in discharging their duties and responsibilities. The Board has concurred with the view of the NC on the independence of Mr Seah Seow Kang Steven and Mr Tan Cher Liang. Mr Seah Seow Kang Steven and Mr Tan Cher Liang had abstained from the deliberations and decision on their own independence.

Taking into account of the above, the Board is satisfied that each Independent Director is independent in character and judgment and that there are no relationships or circumstances which are likely to affect, or could affect, the Independent Director's judgement, notwithstanding that both Mr Seah Seow Kang Steven and Mr Tan Cher Liang have served on the Board beyond nine (9) years from the date of their first appointment.

On 11 January 2023, the Singapore Exchange Regulation amended the Catalist Rules to limit the tenure of independent directors serving on the boards of listed companies to nine (9) years and removed the two-tier voting mechanism ("**Two-Tiered Voting**") for listed companies to retain long-serving independent director who has served for more than nine (9) years (i.e. the deletion of Rule 406(3)(d)(iii) of the Catalist Rules). A Transitional Practice Note was published to allow the Company to have a transitional period for the Independent Director whose tenure exceeds the nine (9) years limit continue to be deemed independent until the Annual General Meeting ("**AGM**") for the financial year ending on or after 31 December 2023.

Mr Tan Cher Liang and Mr Seah Seow Kang Steven, who have served on the Board beyond nine (9) years from the date of their first appointments, were last re-elected based on the Two-Tiered Voting at the Company's AGM held on 28 April 2023 and 28 April 2022, respectively. They are due for retirement at the forthcoming AGM and have expressed that they will not seek for re-election, to support progressive renewal of the Board ("**Retirements**"). Following the conclusion of the forthcoming AGM, (i) Mr Tan Cher Liang will cease to be the Lead Independent Director, the Chairman of the AC and a member of the NC and the RC, and (ii) Mr Seah Seow Kang Steven will cease to be an Independent Director, the Chairman of the NC and a member of the AC and the RC.

In addition, Mr Lui Pang Hung has tendered his resignation as an Independent Director, the Chairman of the RC and a member of the AC and the NC, and will serve his notice until the conclusion of the forthcoming AGM ("**Resignation**").

Following the Retirements and the Resignation, the Board, with the assistance of the NC, will appoint new Independent Directors and reconstitute its Board and Board Committees, and any changes will be announced in due course. The Company shall endeavour to fill the vacancy within two (2) months, but in any case not later than three (3) months.

CORPORATE GOVERNANCE REPORT (Continued)

Provisions 2.2 and 2.3

Proportion of Independent Directors and Non-Independent Non-Executive Directors

In FY2023 and as at the date of this report, the Board comprises five (5) Directors, including three (3) of whom are Independent Directors and one (1) Non-Independent Non-Executive Director. Accordingly, the Board has satisfied the requirements for (i) independent directors to make up a majority of the Board where the Chairman of the Board is not independent; and (ii) non-executive directors to make up a majority of the Board.

Provision 2.4

Board Composition

As at the date of this report, the composition of the Board and Board Committees is as follows:

		Board Committee Membership		
Name of Director	**Designation**	**Audit Committee**	**Nominating Committee**	**Remuneration Committee**
Wijaya Lawrence	Executive Chairman and President	–	–	Member
Ngiam Mia Je Patrick	Non-Executive Director	–	Member	–
Tan Cher Liang	Lead Independent Director	Chairman	Member	Member
Seah Seow Kang Steven	Independent Director	Member	Chairman	Member
Lui Pang Hung	Independent Director	Member	Member	Chairman

Board Diversity

The Company recognises and embrace the benefits of diversity of experience, age, skill sets, gender and ethnics on the Board ("**Board Diversity**") and views Board Diversity as an essential element to support the attainment of its strategic objectives and sustainable development. The Company has in place a Board Diversity Policy, which endorses the principle that its Board should have a balance of skills, knowledge, experience and diversity of perspectives appropriate to its business so as to mitigate groupthink and foster constructive debate. Each year, the NC reviews the composition and size of the Board and each Board Committee and takes into careful consideration a combination of factors when reviewing appointments to the Board and the continuation of those appointments. These factors include skills, core competencies, knowledge, professional experience, educational background, gender, age and length of service. Core competencies, which are taken into account in the selection and appointment of Directors, include banking, finance, accounting, business acumen, management experience, technology expertise, familiarity with regulatory requirements and knowledge of risk management, audit and internal controls. The NC also in its deliberations, takes into account gender and age diversity in relation to the composition of the Board.

Although the Board currently has no female director, the Board and the NC recognise gender as one of the important aspects of diversity and will ensure that female candidate(s) are included for consideration when identifying suitable candidates for the Board renewal process. The Company currently does not have a timeline as to the appointment of a female director, and such an appointment will be dependent on when a vacancy arises and also the needs and the relevant expertise required by the Company.

Currently, the Board members with their combined business, management and professional experience knowledge and expertise, provide the core competencies to allow for diverse and objective perspectives of the Group's business and direction, and hence, meeting the objective of the Board Diversity Policy. Accordingly, the Board, with the concurrence of the NC, is of the opinion that the current size and composition of the Board and the Board Committees are appropriate, taking into account the nature and scope of the Group's operations and the requirements of the business of the Group. The NC will continue to review the Board Diversity Policy, as appropriate, to ensure its effectiveness, and will recommend appropriate revisions to the Board for consideration and approval. It will also continue its identification and evaluation of suitable candidates to ensure there is diversity (including gender diversity) on the Board.

CORPORATE GOVERNANCE REPORT (Continued)

None of the Independent Directors has been appointed as director to the Company's principal subsidiaries, and each of them do not exercise management functions in the Group. Although all the Directors have equal responsibility for the performance of the Group, the role of the Non-Executive Director and the Independent Directors is particularly important in ensuring that the strategies proposed by the Management are fully discussed and rigorously examined and take into account the long-term interests of all stakeholders of the Group (including Shareholders, employees, customers, suppliers and the communities in which the Group conducts its business). The Non-Executive Directors (including the Independent Directors) also review and monitor the performance of the Management on a periodic basis. The current system has ensured that no power is concentrated in any one individual or small group of individuals.

Board Guidance

The Company co-ordinates informal meetings for the Non-Executive Directors (including the Independent Directors) on a need-to basis without the presence of the Management to discuss matters such as the Group's financial performance, corporate governance initiatives, Board processes, succession planning, leadership development and the remuneration of the Executive Director.

Provision 2.5

Meeting of Non-Executive Directors without Management

Where appropriate, the Non-Executive Directors (including the Independent Directors), led by the Lead Independent Director, will meet without the presence of the other Directors where applicable/necessary, and the Lead Independent Director will provide feedback to the Executive Chairman and President after such meetings.

CHAIRMAN AND CHIEF EXECUTIVE OFFICER ("CEO")

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

Provision 3.1

Separation of the Role of the Chairman and the CEO

Mr Wijaya Lawrence, the Executive Chairman and President as well as the controlling shareholder of the Company, takes an active role in the management of the Group. The Board is of the opinion that it is not necessary to separate the two (2) roles of the Chairman of the Board and the President (which is equivalent to the CEO) after taking into consideration the size and capabilities of the Board, the size and operations of the Group, and with the strong presence of Independent Directors on the Board. The Board is of the view that there are sufficient safeguards and checks to ensure that the process of decision making by the Board is independent and based on collective decisions without any individual or group of individuals exercising any considerable concentration of power or influence and there is accountability for good corporate governance. There is an appropriate balance of power and authority given that the majority of the members (including the respective Chairmen) of the Board Committees are independent and that a majority of the Board comprises Independent Directors. Taking into account the above, the Board is of the view that the Company complies with Principle 3 of the Code.

Provision 3.2

Role of Chairman and CEO

The responsibilities of the Executive Chairman include:

a) scheduling of meetings to enable the Board to perform its duties responsibly while not interfering with the flow of the Group's operations;

b) setting the agenda and ensuring that adequate time is available for discussion of all agenda items, in particular strategic issues;

CORPORATE GOVERNANCE REPORT (Continued)

c) ensuring that all members of the Board receive accurate, timely and clear information and ensuring effective communication with Shareholders;

d) promoting active engagement and open dialogue amongst the Directors as well as between the Board and the Management;

e) ensuring the Group's compliance with the Code; and

f) acting in the best interest of the Group and the Shareholders.

The Company Secretary may be called to assist the Executive Chairman and President in any of the above. As President, Mr Wijaya Lawrence is responsible for the overall management and strategic direction of the Group. He also takes an active role in the day-to-day operations of the Group.

Provision 3.3

Lead Independent Director

As the Chairman and President is the same person, and in accordance with Provision 3.3 of the Code, Mr Tan Cher Liang has been appointed as the Lead Independent Director. He is the principal liaison between the Independent Directors and the Executive Chairman and President. He is available to Shareholders where they have concerns and in circumstances where contact through the normal channel of the Executive Chairman and President, or the Group Financial Controller has failed to resolve their concerns or for which such contact is inappropriate.

BOARD MEMBERSHIP

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

Provision 4.1

Roles and Duties of the NC

Based on the written terms of reference approved by the Board, the principal functions of the NC are:

a) review of succession plans for Directors, in particular the appointment and/or replacement of the Chairman, the CEO and key management personnel and making recommendations to the Board on all candidates proposed for appointment to the Board of the Company and of its subsidiaries;

b) reviewing on a regular basis the Board structure, size and composition and making recommendations to the Board on any changes as the NC deems necessary;

c) reviewing and recommending to the Board the training and professional development programs for the Directors;

d) identifying and making recommendations to the Board as to which Directors are to retire by rotation and to be put forward for re-election at each AGM of the Company, having regard to the Directors' contribution and performance, including the Independent Directors;

e) determining whether a Director is independent; and

f) proposing a set of objective performance criteria to the Board for approval and implementation, to evaluate the effectiveness of the Board as a whole and the contribution of each Director to the effectiveness of the Board.

CORPORATE GOVERNANCE REPORT (Continued)

Provision 4.2

Composition of the NC

The NC comprises four (4) members, three (3) of whom (including the NC Chairman) are Independent Directors. The Lead Independent Director is also a member of the NC. As at the date of this report, the NC comprises:

Seah Seow Kang Steven (Independent Director)	Chairman
Tan Cher Liang (Lead Independent Director)	Member
Ngiam Mia Je Patrick (Non-Executive Director)	Member
Lui Pang Hung (Independent Director)	Member

Provision 4.3

Nomination and Selection of Directors

The NC is responsible for identifying and recommending new Directors to the Board. In selecting potential new Directors, the NC will seek to identify the competencies required to enable the Board to fulfil its responsibilities. The NC may engage consultants to undertake research on, or assess, candidates applying for new positions on the Board, or to engage such other independent experts, as it considers necessary to carry out its duties and responsibilities. Recommendations for new Directors are put to the Board for its consideration. New Directors are appointed by way of a Board resolution following which they are subject to re-election at the next AGM.

Re-election of Directors

In accordance with the Company's Constitution and the Catalist Rules, each Director is required to submit for re-nomination and re-election at least once in every three (3) years by rotation, and all newly appointed Directors will have to retire and submit themselves for re-election at the next AGM following their appointments. Mr Seah Seow Kang Steven and Mr Tan Cher Liang who have served on the Board beyond nine (9) years since their first appointments will be retiring by rotation pursuant to Regulation 91 of the Company's Constitution, and will not be seeking for re-election, to support progressive renewal of the Board.

Each member of the NC shall abstain from voting, approving or making a recommendation on any resolution of the NC in which he has a conflict of interest in the subject matter under consideration. In its deliberations on the re-election of existing Directors, the NC takes into consideration the relevant Director's competency, commitment, contribution and performance (including, if applicable, his contribution and performance as a Director). The assessment parameters include attendance record, preparedness, intensity of participation and candour at meetings of the Board and Board Committees as well as the quality of input and contributions.

Alternate Director

There is no alternate director appointed to the Board in FY2023 and as at the date of this report.

Provision 4.4

Continuous Review of Directors' Independence

The NC determines annually, and as and when circumstances require, whether a Director is independent, taking into consideration the disclosures by the Directors of any relationships with the Company, its related corporations, its substantial shareholders or its officers and a "Confirmation of Independence" form completed by each Independent Director to confirm his independence. The "Confirmation of Independence" form was drawn up based on Provision 2.1 of the Code and the Nominating Committee Guide issued by Singapore Institute of Directors and Rule 406(3)(d) of the Catalist Rules. Having made its review, the NC is of the view that each of the Independent Directors is independent in accordance with the Provision 2.1 of the Code and Rule 406(3)(d) of the Catalist Rules.

CORPORATE GOVERNANCE REPORT (Continued)

Provision 4.5

Multiple Board Representations

The NC is responsible for reviewing the ability of Directors to devote sufficient time and attention to the affairs of the Company and in particular to take into account multiple directorships and significant principal commitments held by the Directors. The NC requires each Director to declare any new additional directorships or significant principal commitments during the year to enable the ongoing monitoring of the time commitment, attendance and contributions of the Directors to the Company. The NC is of the view that fixing a limit on the number of such board representations is not meaningful in the context of the Group. The NC has reviewed and is satisfied that the Directors are able to commit sufficient time, effort and attention to the affairs of the Group, and such other directorships and principal commitments of the Directors had not hindered them from carrying out their duties as Directors of the Company. The Board has accepted and affirmed the view of the NC.

Listed Company Directorship and Other Principal Commitments

Other than the key information regarding the Directors set out below, information pertaining to the Directors' interests in shares, options and other convertible securities are set out in the "Directors' Statement" section of this Annual Report, and information in relation to the background and principal commitments of the Directors are set out in the "Board of Directors" section of this Annual Report.

Name of Director	Academic/ Professional qualifications	Board appointment	Board Committees as chairman or member	Date of first appointment as a Director	Date of last re-election	Directorships or chairmanships in other listed companies and other principal commitments	Past directorships or chairmanships in other listed companies and other principal commitments over the preceding 3 years
Wijaya Lawrence	Higher School Certificate	Executive Chairman and President	Chairman of the Board and member of the RC	12 December 2013	28 April 2022	Nil	Nil
Ngiam Mia Je Patrick	Bachelor of Science in Electronics Engineering (First Class Honours) from the University of Essex	Non-Executive Director	Board member and member of the NC	12 December 2013	28 April 2023	(i) IPC Corporation Ltd (ii) Essex Bio-Technology Limited	Nil
Tan Cher Liang	Fellow of the Association of Chartered Certified Accountants of the United Kingdom	Lead Independent Director	Board member, Chairman of the AC and a member of the NC and the RC	12 December 2013	28 April 2023	(i) Vibrant Group Limited (ii) Kingsmen Creatives Ltd (iii) Jumbo Group Limited (iv) Food Empire Holdings Limited (v) IPC Corporation Ltd	(i) Ezra Holdings Limited

CORPORATE GOVERNANCE REPORT (Continued)

Name of Director	Academic/ Professional qualifications	Board appointment	Board Committees as chairman or member	Date of first appointment as a Director	Date of last re-election	Directorships or chairmanships in other listed companies and other principal commitments	Past directorships or chairmanships in other listed companies and other principal commitments over the preceding 3 years
Seah Seow Kang Steven	(i) Bachelor of Laws (Honours) from the University of Singapore (ii) Diploma in Business Law from the National University of Singapore	Independent Director	Board member, Chairman of the NC and a member of the AC and the RC	12 December 2013	28 April 2022	Nil	Nil
Lui Pang Hung	Bachelor of Laws (Honours) (LLB), National University of Singapore	Independent Director	Board member, Chairman of the RC and a member of the AC and the NC	1 September 2021	28 April 2022	Nil	Nil

BOARD PERFORMANCE

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

Provisions 5.1 and 5.2

Performance Criteria

The Board, through the delegation of its authority to the NC, uses its best efforts to ensure that Directors appointed to the Board possess the relevant background, experience and knowledge in business, finance and management skills to enable the Board to make effective decisions. The NC, in consultation with the Board, determines the selection and criteria and identifies candidates with the appropriate expertise and experience which will enhance the overall effectiveness of the Board. The NC will conduct initial assessment of the candidate's qualifications and experience before making its recommendations to the Board.

The Board has implemented a formal annual process for assessment of the effectiveness of the Board as a whole, each Board Committee and individual Director. For FY2023, each Director has completed the evaluation forms of the Board as a whole, each Board Committee (where relevant) and individual Director, as adopted by the NC, to assess the overall effectiveness of the Board as a whole, each Board Committee and individual Director. The results have been collated by the NC Chairman for review and discussion. The assessment of the Board's performance focused on a set of performance criteria for the Board evaluation which includes the Board structure, strategy and performance, governance on Board risk management and internal controls, information to the Board, Board procedures, the CEO and top management and the Directors' standards of conduct.

CORPORATE GOVERNANCE REPORT (Continued)

Board and Board Committees Evaluation and Individual Directors Evaluation Process

The NC has established a review process to assess:

a) the performance and effectiveness of the Board as a whole;

b) the performance and effectiveness of the Board Committees; and

c) the contribution by each Director to the effectiveness of the Board.

The NC is responsible for assessing the effectiveness of the Board as a whole, and that of each of its Board Committees and individual Directors.

The assessment criteria for each Board Committee focuses on the nature of the respective roles and responsibilities of the AC, the NC and the RC.

The annual assessment of individual Directors considers, among others, each Director's attendance as well as generation of constructive debate/participation for meetings of the Board and Board Committees, contribution, initiative, responsiveness of Director, knowledge of senior management and Company's business, and the Directors' self-assessment.

The results of the assessment of the effectiveness of the Board as a whole, and that of each of its Board Committees and individual Director exercise were considered by the NC which would then make recommendations to the Board aimed at helping the Board to discharge its duties effectively. The Chairman of the Board will act on the results of the performance evaluation and the recommendation of the NC, and where appropriate, in consultation with the NC, new members may be appointed or resignation of directors may be sought.

The NC, having reviewed the overall performance of the Board, Board Committees and the assessment of the individual Director in terms of its role and responsibilities and the conduct of its affairs as a whole for FY2023, is of the view that the performance of the Board as a whole, Board Committees and contribution by each Director have been satisfactory. The NC is satisfied that sufficient time and attention has been given to the Group by the Directors.

No external facilitator was used in the evaluation process for FY2023. However, if need arises, the NC has full authority to engage external facilitator to assist the NC to carry out the evaluation process at the Company's expense.

(B) REMUNERATION MATTERS

PROCEDURES FOR DEVELOPING REMUNERATION POLICIES

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

Provision 6.1

Roles and Duties of the RC

The functions of the RC include:

a) review and recommend to the Board for approval, the remuneration packages of the Executive Director(s) of the Group and key management personnel of the Company;

b) review and recommend annually the total remuneration of the Directors and key management personnel;

CORPORATE GOVERNANCE REPORT (Continued)

c) review the appropriateness of compensation for the Non-Executive Director and the Independent Directors including but not limited to the Directors' fees, allowances and share options;

d) review and recommend to the Board a framework of remuneration and specific remuneration packages for all Directors;

e) review the service agreement of the Executive Director(s);

f) review and enhance the compensation structure with incentive performance for key management personnel; and

g) oversee the general compensation of employees of the Group with a goal to motivate, recruit and retain employees and Directors through competitive compensation and progressive policies.

Provision 6.2

Composition of the RC

The RC comprises four (4) members, three (3) of whom (including the RC Chairman) are Independent Directors. In FY2023 and as at the date of this report, the RC comprises:

Lui Pang Hung (Independent Director)	Chairman
Tan Cher Liang (Lead Independent Director)	Member
Seah Seow Kang Steven (Independent Director)	Member
Wijaya Lawrence (Executive Chairman and President)	Member

Mr Wijaya Lawrence, the Executive Chairman and President of the Company, is a member of the RC. Although the Code provides that the RC should comprise entirely of non-executive directors, the majority of whom, including the Chairman of the RC should be independent, the Board is of the view that Mr Wijaya Lawrence should be a member of the RC. Mr Wijaya Lawrence has extensive knowledge and experience in Indonesia and he is well-placed to advise on remuneration packages of the key management personnel who are largely based in Indonesia. Hence, the inclusion of Mr Wijaya Lawrence as a member of the RC is considered beneficial to the Group.

Provision 6.3

Remuneration Packages and Framework

The RC is established for the purpose of ensuring that there is a formal and transparent procedure for developing policy on remuneration of the key management personnel and for fixing the remuneration packages of individual Directors. The overriding principle is that no Director should be involved in deciding his own remuneration. It has adopted written terms of reference that defines its membership, roles and functions and administration.

No Director is involved in deciding his own remuneration, except in providing information and documents if specifically requested by the RC to assist in its deliberations.

In reviewing the service agreements of the Executive Director and key management personnel of the Group, the RC will review the Company's obligations arising in the event of termination of these service agreements, to ensure that such service agreements contain fair and reasonable termination clauses which are not overly generous. The RC aims to be fair and avoid rewarding poor performance.

CORPORATE GOVERNANCE REPORT (Continued)

Provision 6.4

Engagement of Remuneration Consultants

The RC has full authority to engage any external professional to advise on matters relating to remuneration as and when the need arises, and the expense of such services shall be borne by the Company. For FY2023, the RC did not seek any external professional advice on remuneration of the Directors.

LEVEL AND MIX OF REMUNERATION

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

Provisions 7.1 and 7.3

Remuneration of Executive Director(s) and Key Management Personnel

The RC will take into account the industry norms, the Group's performance as well as the contribution and performance of each Director when determining remuneration packages.

In FY2023 and as at the date of this report, the Company has only one Executive Director, being Mr Wijaya Lawrence (Executive Chairman and President). The remuneration for the Executive Director is based on his service agreement for an initial period of three (3) years, and thereafter, automatically renewed on a year-to-year basis on such terms and conditions as the parties may agree. The Board reviews the remuneration package of the Executive Director based on the recommendation of the RC.

The remuneration for key management personnel of the Group comprises a fixed component, and a variable component that is performance related and linked to the Group's performance, as well as their individual performances. The level and structure of remuneration of the Board and key management personnel are appropriate to the sustained performance and value creation of the Company, taking into account the strategic objectives of the Company.

The Company does not use contractual provisions to allow the Company to reclaim incentive components of remuneration from the Executive Director and key management personnel in exceptional circumstances of misstatement of financial results, or of misconduct resulting in financial loss to the Company. The Executive Director owes a fiduciary duty to the Company. The Company should be able to avail itself to remedies against the Executive Director in the event of such breach of fiduciary duties.

Provision 7.2

Remuneration of Non-Executive Directors

The Non-Executive Directors (including the Independent Directors) receive Directors' fees in accordance with their contributions, taking into account factors such as effort and time spent, responsibilities of the Directors and the need to pay competitive fees to attract, retain and motivate the Directors. The Independent Directors shall not be over-compensated to the extent that their independence may be comprised. Directors' fees are proposed by the RC and recommended by the Board for Shareholders' approval at the AGM of the Company. Directors' fees of S$143,500 for FY2023 had been approved by Shareholders at the last AGM held on 28 April 2023. Due to the (i) retirement of Mr Tan Cher Liang and Mr Seah Seow Kang Steven, and the (ii) resignation of Mr Lui Pang Hung, at the conclusion of the forthcoming AGM, there was no Directors' fees proposed for FY2024 for Shareholders' approval at the forthcoming AGM of the Company. The Directors' fees for FY2024 will be proposed by the new members of the RC and recommended by the Board when the Company appoints new Directors to the Board, and the fees will be subject to Shareholders' approval at a general meeting of the Company. There are no share-based compensation schemes in place for Non-Executive Directors (including the Independent Directors).

CORPORATE GOVERNANCE REPORT (Continued)

DISCLOSURE ON REMUNERATION

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

Provisions 8.1 and 8.3

Remuneration Policy and Criteria

As set out under Provisions 7.1 and 7.3 of the Code, the Company advocates a performance-based remuneration system that is flexible and responsive to the market, the Group's and the individual employee's performance. The total remuneration mix comprises a fixed annual cash component, and a variable component. The fixed annual cash component comprises the annual basic salary plus any other fixed allowances.

Disclosure on Remuneration of Directors or the CEO and substantial shareholder

A breakdown showing the level and mix of remuneration paid/payable for FY2023 to the Directors is as follows:

Remuneration Band and Name of Director	Salary %	Bonus %	Directors' fees %	Allowances and other benefits %	Total %
S$250,000 to S$500,000					
Wijaya Lawrence	85.2	6.7	–	8.1	100.0
Below S$100,000					
Ngiam Mia Je Patrick	–	–	100.0	–	100.0
Tan Cher Liang	–	–	100.0	–	100.0
Seah Seow Kang Steven	–	–	100.0	–	100.0
Lui Pang Hung	–	–	100.0	–	100.0

Disclosure on Remuneration of Key Management Personnel (who are not Directors or the CEO and substantial shareholder)

Details of remuneration paid to top four (4) key management personnel[1] of the Group (who are not Directors or the CEO and substantial shareholder) for FY2023 are set out below:

Remuneration Band and Name of Key Management Personnel	Salary %	Bonus %	Allowances and other benefits %	Total %
S$250,000 to S$500,000				
Andrianto Darmasaputra Lawrence	86.5	6.2	7.3	100.0
S$100,001 to S$249,999				
Chia Wei Yang (Ethan)	81.4	5.5	13.1	100.0
Below S$100,000				
Nicco Darmasaputra Lawrence	92.8	7.2	–	100.0
Antony	92.8	7.2	–	100.0

Note:
(1) In FY2023, the Group has four (4) key management personnel.

CORPORATE GOVERNANCE REPORT (Continued)

For FY2023, there were no terminations, retirement or post-employment benefits granted to Directors and key management personnel other than the standard contractual notice period termination payment in lieu of service.

For FY2023, the aggregate total remuneration paid to the top 4 key management personnel (who are not Directors or the CEO and substantial shareholder) amounted to approximately Rp 6.79 billion (approximately S$0.6 million).

The Board believes that it is for the benefit of the Company not to disclose in absolute number, the remuneration breakdown of the Directors, due to its sensitive nature. After taking into account the reasons for non-disclosure stated above, the Board is of the view that the current disclosure of the remuneration presented herein in this report is sufficient to provide Shareholders information on the Group's remuneration policies, as well as the level and mix of remuneration. Accordingly, the Board is of the view that the Company complies with Principle 8 of the Code.

The Board has not included a separate annual remuneration report to Shareholders in this Annual Report on the remuneration of the Directors and the key management personnel (who are not Directors or the CEO and substantial shareholders) as the Board is of the view that the matters which are required to be disclosed in such annual remuneration report have already been sufficiently disclosed in the Annual Report and in the financial statements of the Company.

The Company does not have any share schemes, such as an employee share option scheme or a performance share plan, in place in FY2023.

Provision 8.2

Disclosure on Remuneration of Immediate Family Member and Substantial Shareholder

Mr Wijaya Lawrence, the Executive Chairman and President of the Company, is a substantial shareholder of the Company and brother in-law of Mr Ngiam Mia Je Patrick (Non-Executive Director).

Mr Andrianto Darmasaputra Lawrence (Vice President (Operations)) and Mr Nicco Darmasaputra Lawrence (Vice President (General Administration)) are the sons of Mr Wijaya Lawrence (Executive Chairman and President, and a substantial shareholder of the Company), and nephews of Mr Ngiam Mia Je Patrick (Non-Executive Director). The basis for determining the remuneration of the employees who are immediate family members of Director or the CEO (or equivalent) or substantial shareholder of the Company is the same as the basis for determining the remuneration of other employees who are unrelated to the Director or the CEO (or equivalent) or substantial shareholder of the Company.

Save as disclosed above, no other employee whose remuneration exceeded S$100,000 in FY2023 is a substantial shareholder of the Company, or an immediate family member of a Director or the CEO (or equivalent) or substantial shareholder of the Company.

The Company has not engaged any remuneration consultants in FY2023 and will continue to monitor the need to engage external remuneration consultants going forward and where applicable, will review the independence of the external firm before any engagement.

CORPORATE GOVERNANCE REPORT (Continued)

(C) ACCOUNTABILITY AND AUDIT

RISK MANAGEMENT AND INTERNAL CONTROLS

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

Provision 9.1

Nature and Extent of Risks

The Board is responsible for the governance of risk management and internal control framework, but acknowledges that no cost-effective risk management and internal controls system will preclude all errors and irregularities. The system is designed to manage rather than eliminate the risk of failure to achieve business objectives, and can provide only reasonable and not absolute assurance against material misstatement or loss.

As the Group does not have a risk management committee, the Board and the Management assume the responsibility of the risk management function. The Management is responsible for designing, implementing and monitoring the risk management and internal control systems. The Management reviews regularly the Group's business and operational activities to identify areas of significant risks, as well as appropriate measures to control and mitigate these risks. The Management reviews significant policies and procedures and highlights significant matters to the AC and the Board. Once the risks are identified, the Management will table the measures and procedures to mitigate the risks to the AC and the Board for consideration and approval of the implementation of such measures and procedures.

Relying on the reports from the internal auditors ("**IA**") and external auditors ("**EA**"), the AC carried out assessments of the effectiveness of key internal controls during the year. Any non-compliance or weaknesses in internal controls or recommendations from the IA and the EA to further improve the internal controls were reported to the AC. The AC will also follow up on the actions taken by the Management and on the recommendations made by the IA and the EA. The Board has reviewed the adequacy and effectiveness of the Group's system of internal controls, including financial, operational, compliance and information technology controls, and risk management systems and is satisfied that they are adequate and effective to meet the needs of the Group for the type and size of business conducted.

As the Group continues to grow the business, the Board will continue to review and take appropriate steps to strengthen the Group's overall system and effectiveness of risk management and internal controls. The Board and the AC also noted that all internal controls contain inherent limitations and no systems of internal controls could provide absolute assurance against the occurrence of material errors, poor judgment in decision making, human error, losses, fraud or other irregularities.

Provision 9.2

Assurance from the Executive Chairman and Group Financial Controller

For FY2023, the Board has received assurance from:

a) the Executive Chairman and President, and the Group Financial Controller that the financial records have been properly maintained and the financial statements give a true and fair view of the Company's and the Group's operations and finances; and

b) the Executive Chairman and President, and key management personnel (comprising the Group Financial Controller, Vice President of Operations, Vice President of General Administration, and Vice President of Technical and Development) that the Company's and the Group's risk management and internal control systems are adequate and effective.

CORPORATE GOVERNANCE REPORT (Continued)

Based on the work performed by the EA and IA, the assurance from the Management and the ongoing review as well as the continuing efforts in enhancing controls and processes which are currently in place, the Board, with the concurrence of the AC, is of the view that, for FY2023, there are adequate and effective internal controls (including financial, operational, compliance and information technology controls) and risk management systems in place for the Group to address financial, operational, compliance and information technology risks of the Group.

AUDIT COMMITTEE

Principle 10: The Board has an Audit Committee which discharges its duties objectively.

Provision 10.1

Roles and Duties of the AC

The AC has written terms of reference, setting out its duties and responsibilities, which include the following:

a) review the significant financial reporting issues and judgements so as to ensure the integrity of the financial statements of the Company and the Group, and any announcements relating to the Company's and the Group's financial performance;

b) assess, and challenge, where necessary, the correctness, completeness, and consistency of financial information (including interim reports) before submittal to the Board for approval or made public;

c) discuss problems and concerns, if any, arising from the interim and final audits, in consultation with the EA and the IA where necessary;

d) assess the adequacy and effectiveness of the internal controls (including financial, operational, compliance, information technology controls and risk management) systems established by the Management to identify, assess, manage, and disclose financial and non-financial risks (including those relating to compliances with existing legislation and regulation) and report to the Board at least annually;

e) review and ensure that the assurance has been received from the President (equivalent to CEO) and the Chief Financial Officer (or equivalent, such as Group Financial Controller) in relation to the half-yearly/yearly unaudited financial statement;

f) review the Management's and the IA's reports on the effectiveness of the systems for internal controls, financial reporting, and risk management;

g) monitor and assess the role and effectiveness of the internal audit function in the overall context of the Company's risk management system;

h) in connection with the terms of engagement to the EA, to make recommendations to the Board on the selection, appointment, re-appointment, and resignation of the EA based on a thorough assessment of the EA's functioning, and approve the remuneration and terms of engagement of the EA;

i) monitor and assess the EA's independence and keep the nature and extent of non-audit services provided by the EA under review to ensure the EA's independence or objectivity is not impaired;

j) assess, at the end of the audit cycle, the effectiveness of the audit process;

k) review interested person transactions to consider whether they are on normal commercial terms and are not prejudicial to the interests of the Company or its minority shareholders; and

l) review the Company's procedures for detecting fraud and ensure that arrangements are in place by which staff may, in confidence, raise concerns about possible improprieties in matters of financial reporting, financial control, or any other matters.

CORPORATE GOVERNANCE REPORT (Continued)

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

Whistle Blowing Policy

The Group has a whistle blowing policy which sets out the procedures for a whistleblower to make a report to the Company on misconduct or wrongdoing relating to the Company and its employees. The whistle blowing policy sets out channels for employees to raise concerns about possible improprieties in matters of financial reporting or other matters of which they become aware, and will be implementing the same whistle blowing policy to include stakeholders, to ensure that:

(i) independent investigations are carried out in an appropriate and timely manner;

(ii) appropriate action is taken to correct the weakness in internal controls and policies which allowed the perpetration of fraud and/or misconduct and to prevent a recurrence; and

(iii) administrative, disciplinary, civil and/or criminal actions that are initiated following the completion of investigations are appropriate, balance and fair, while providing reassurance that employees will be protected from reprisals or victimisation for whistle blowing in good faith and without malice.

The AC has designated an independent function to investigate whistle blowing report made in good faith and ensures that the identity of the whistle blower is kept confidential. The Group is committed to ensure protection of the whistle blower against detrimental or unfair treatment. The AC is responsible for oversight and monitoring of whistle blowing.

For FY2023, the AC and the Board noted that there were no whistle blowing reports received and no incidents in relation to whistle blowing matters have been raised during the year by any staff to indicate possible improprieties in matters of financial reporting, financial control, or any other matters.

Provision 10.2

Composition of the AC

The AC comprises three (3) members, all of whom (including the Chairman) are Independent Directors. As at the date of this report, the AC comprises:

Tan Cher Liang (Lead Independent Director)	Chairman
Seah Seow Kang Steven (Independent Director)	Member
Lui Pang Hung (Independent Director)	Member

The AC is established to assist the Board with discharging its responsibility of safeguarding the Company's assets, maintaining adequate accounting records, and develop and maintain effective systems of internal control. The AC Chairman has recent and relevant accounting or related financial management expertise or experience. Notwithstanding that the AC does not have at least two (2) members who has the relevant experience in accounting and financial management, the members have many years of experience in senior management positions, which involves handling financial related matters. Accordingly, the Board is of the view that the members of AC have sufficient recent and relevant accounting or related financial management expertise and experience to discharge their responsibilities properly. The details of the Board member's qualifications and experience are presented in the Annual Report under the section entitled "Board of Directors".

CORPORATE GOVERNANCE REPORT (Continued)

The AC is kept updated annually or from time to time on any changes to the accounting and financial reporting standards by the EA. This ensures that the AC is kept abreast of changes to accounting standards and issues which have a direct impact on financial statements.

Provision 10.3

No former partner or director of the Company's existing auditing firm or auditing corporation, within a period of two (2) years from the date of his ceasing to be a partner of the auditing firm or director of the auditing corporation and in any case, for as long as they have any financial interest in the auditing firm or auditing corporation, is appointed to the AC.

Provision 10.4

Internal Audit Function

In FY2022, the Company outsourced its internal audit functions to Tricor Axcelasia (SG) Pte Ltd. ("**Tricor**"). The AC approved the engagement, evaluation, and compensation of the internal auditors of the Company. The AC reviewed the scope of work and deliverables by the IA who in turn ensures adequate staffing to fulfil the scope of internal audit work agreed upon. Tricor adopted the Standards for Professional Practice of Internal Auditing set by The Institute of Internal Auditors. The AC was further satisfied that the Internal Auditors has unfettered access to all the Company's documents, records, properties and personnel, including the access to the AC. The IA would report directly to the AC on audit findings and the Management of the Group on administrative matters.

The IA reviewed the adequacy and effectiveness of key internal controls, including financial, operational and compliance controls (which include consideration with respect to any sanctions related risk) for selected scope of review annually, as approved by the AC. Procedures are in place for the IA to report independently on their findings and recommendations to the AC for review. The IA had unfettered access to all the Company's documents, records, properties and personal, including access to the AC. The Management will update the AC on the status of the remedial action plans.

In FY2023, the Company continues to implement the recommended actions by Tricor in the FY2022 Internal Audit Report. No internal audit work was commissioned in FY2023 as the Group had only completed its trial production for the Ciemas Gold Project in FY2023 and its latest FY2022 Internal Audit Report had been issued on April 28, 2023.

The Board recognises that it is responsible for maintaining a system of risk management and internal controls to safeguard shareholders' investments and the Company's businesses and assets while the Management is responsible for establishing and implementing the risk management and internal control procedures in a timely and appropriate manner. The role of the IA is to assist the AC to check that the controls are adequate and effective, to undertake investigations as directed by the AC and to conduct regular in-depth audits of high risk areas. The AC is satisfied that the internal audit function has adequate resources to perform its function independently and effectively. The Board and the AC are of the opinion that the internal audit function is independent, effective and adequately resourced, and internal audits are performed by competent professional staff with the relevant qualifications and experience. The AC will review annually the independence, adequacy and effectiveness of the internal audit function. The AC will also approve the appointment, removal, evaluation and compensation of the head of the internal audit function. The AC also reviews the internal audit function of the Group to ensure that an effective system of control is maintained in the Group.

The Board, together with the AC and Management has also confirmed that the Company is not aware of any sanctions-related risks or any risk of the Company being subject to sanctions for the current financial year and will continue to enhance and improve the existing internal control framework to identify and mitigate these risks as stated above.

External Audit Function

The AC has full access to and co-operation of the Management and has full discretion to invite any Director or executive officer to attend the meetings, and has reasonable resources to enable it to discharge its functions. The EA had unrestricted access to the AC. The AC has reviewed and is satisfied with the level of co-operation rendered by the Management to the EA, the adequacy of scope and quality of their audits, and the independence and objectivity of the EA.

CORPORATE GOVERNANCE REPORT (Continued)

The AC is satisfied that the EA, namely Ernst & Young LLP, an auditing firm registered with the Accounting and Corporate Regulatory Authority, is independent and that it had also provided a confirmation of its independence to the AC. The AC had assessed the EA based on factors such as performance, adequacy of resources and experience of its audit engagement partners and audit team assigned to the Group's audit as well as the size and complexity of the Group. The AC had also considered that Ernst & Young LLP is approved under the Accountants Act 2004 of Singapore and the audit partner-in-charge assigned to the audit is a registered public accountant under the Accountants Act 2004 of Singapore. Accordingly, the AC is satisfied that Rules 712 and 715 of the Catalist Rules have been complied with. The EA has expressed that it will not be seeking re-appointment as auditors of the Company ("**Auditor**") at the forthcoming AGM. The Company is in the midst of identifying a suitable auditing firm and will make further announcement(s) when the new Auditor has been identified and convene an extraordinary general meeting to obtain shareholders' approval for the appointment of a new Auditor in due course.

The AC also conducts a review of the independence and objectivity of the EA annually through discussions with the EA, as well as reviewing the non-audit fees paid to them. For FY2023, the AC has reviewed all non-audit services provided by the EA and is satisfied that the nature and extent of such services does not prejudice the independence and objectivity of the EA.

Fees for Ernst and Young LLP[1] services for FY2023 are set out below:-

31 December 2023	Rp million
Audit services	3,502
Non-audit services[2]	131

Notes:

(1) Including Purwantono, Sungkoro & Surja, a member firm of Ernst & Young Global in Indonesia and Ernst & Young PLT, a member firm of Ernst & Young Global in Malaysia.

(2) Relates to tax compilation, debt restructuring and sustainability report service fee.

<u>Provision 10.5</u>

Meeting Auditors without the Management

Annually, the AC will meet with the EA and the IA without the presence of the Management as and when necessary to review the adequacy of audit arrangement with emphasis on the scope and quality of their audit, the independence, objectivity and observations of the EA and the IA.

Key Audit Matters ("KAM")

The AC has reviewed the key audit matters disclosed in the EA's report and is of the view that there is no material inconsistency between the audit procedures adopted by the EA and Management's assessment and is satisfied that the KAMs have been appropriately dealt with.

The AC considered the KAMs presented by the EA together with the Management. The AC reviewed the KAMs and concurred and agreed with the EA and the Management on their assessment, judgements and estimates on the KAMs reported by the EA.

CORPORATE GOVERNANCE REPORT (Continued)

(D) SHAREHOLDER RIGHTS AND ENGAGEMENT

SHAREHOLDER RIGHTS AND CONDUCT OF GENERAL MEETINGS

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

Provision 11.1

Shareholders' Participation in General Meetings

Shareholders are informed of general meetings through the announcements released to the SGXNet and notices contained in the annual report or circulars sent to all Shareholders. These notices are also advertised in a national newspaper. Shareholders are also informed on the procedures for the poll voting at the general meetings. All Shareholders are entitled to attend the general meetings and are provided the opportunity to participate in the general meetings. If any Shareholder is unable to attend, he/she is allowed to appoint up to two (2) proxies to vote on his/her behalf at the general meeting through proxy forms sent in advance. The Company's Constitution does not include the nominee and custodial services to appoint more than two proxies.

On 3 January 2016, the legislation was amended, among other things to allow certain members, defined as "Relevant Intermediary" to attend and participate in general meetings without being constrained by the two-proxy requirement. Relevant Intermediary includes corporations holding licenses in providing nominee and custodial services and CPF Board which purchases shares on behalf of the CPF investors.

Shareholders are encouraged to attend the Company's general meetings to ensure a high level of accountability and to stay informed of the Group's strategies and growth plans. Notice of the general meetings are despatched to Shareholders together with explanatory notes or a circular on items of special businesses (if necessary), at least 14 clear calendar days before the meeting for ordinary resolutions and/or at least 21 clear calendar days before the meeting for special resolutions.

Provision 11.2

Conduct of Resolutions and Voting

Each item of special business included in the notice of the general meetings will be accompanied by explanation of the effects of a proposed resolution. Separate resolutions are proposed for each substantially separate issue at general meetings.

The Company acknowledges that voting by poll in all its general meetings is integral in the enhancement of corporate governance. The Company adheres to the requirements of the Catalist Rules and the Code where all resolutions at the Company's general meetings held on or after 1 August 2015, are put to vote by poll. The detailed results of each resolution are announced via SGXNet after the general meetings. Due to cost considerations, the voting of the resolutions at the Company's general meetings is conducted by manual polling. The detailed results of each resolution are announced via SGXNet after the general meeting on the same day.

During FY2023, the AGM on 28 April 2023 was held by electronic means, and the Company had arranged for (i) a "live" audio-visual webcast of the AGM and (ii) "live" audio-only stream, which allowed Shareholders to participate, vote and ask question live at the AGM via electronic means. The forthcoming AGM of the Company will be held physically. Shareholders will be able to attend the AGM in person or appointing proxy(ies) to attend and vote on their behalf at the AGM. Shareholders will also be given the opportunities to submit their questions related to the resolutions to be tabled for approval in advance of, or during, the AGM. The responses to those substantial and relevant questions received in advance from Shareholders will be published via SGXNet and the Company's website before the AGM, and the minutes of the AGM will be published within one (1) month from the AGM on SGXNet and the Company's website.

CORPORATE GOVERNANCE REPORT (Continued)

Provision 11.3

Interaction with Shareholders

All Directors, including the Chairman of each of the Board Committees, are normally present and available to address questions from Shareholders at general meetings. Furthermore, the EA is also present to address Shareholders' queries about the conduct of audit and the preparation and content of the auditors' report.

The Company does not practice selective disclosure. In line with continuous obligations of the Company under the Catalist Rules and the Companies Act, the Board's policy is that all Shareholders should equally and on a timely basis be informed of all major developments that impact the Group via SGXNet. The Company gives Shareholders a balanced and understandable assessment of its performance, position and prospects.

All Directors, Management, legal adviser (where necessary) and the EA were present at the last AGM held on 28 April 2023. Save for this general meeting, there were no other general meetings of the Company held during FY2023.

Provision 11.4

Absentia Voting

The Company's Constitution does not provide the provision to allow for absentia voting at the general meetings as the integrity of the information and authentication of the identity of Shareholders and other related security issues remain as a concern to the Company.

Provision 11.5

Minutes of General Meetings

The Company prepares minutes of general meetings, including relevant substantial comments or queries from Shareholders relating to the agenda of the meeting and responses from the Board or the Management. The Company will publish the minutes of the AGM within one (1) month from the AGM on the SGXNet and the Company's website, in accordance with the Practice Note 7E of the Catalist Rules, as amended on 1 July 2023 by the SGX-ST.

Provision 11.6

Dividend Policy

The Company does not have a fixed dividend policy. The form, frequency and amount of dividends declared each year will take into consideration the Group's profit growth, cash position, positive cash flow generated from operations, projected capital requirements for the business growth and other factors as the Board may deem appropriate. For FY2023, the Board does not recommend any payment of dividends as the Group will require the existing cash to fund its operating activities.

ENGAGEMENT WITH SHAREHOLDERS

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

Provisions 12.1, 12.2 and 12.3

Investor Relations Practices

By supplying Shareholders with reliable and timely information, the Company is able to strengthen the relationship with its Shareholders based on trust and accessibility. The Company has occasionally engaged external investor relations ("**IR**") advisers who focus on facilitating the communications with all stakeholders, Shareholders, analysts and media, to attend to their queries or concerns as well as to keep the investors public apprised of the Group's corporate developments and financial performance.

CORPORATE GOVERNANCE REPORT (Continued)

When the opportunities arise, the Company will consider holding analyst briefings or investor roadshows to meet institutional and retail investors as well as to solicit and understand the view of shareholders and stakeholders.

Disclosures of Information

The Company believes in high standards of transparent corporate disclosure and is committed to disclose to its Shareholders, the information in a timely and fair manner via SGXNet. Where there is inadvertent disclosure made to a selected group, the Company will make the same disclosure publicly to all others as soon as practicable.

The information is disseminated and communicated to Shareholders on a timely basis through:

a) annual report prepared and issued to all Shareholders. The Board ensures that the annual report includes all relevant information about the Company and the Group, including future developments and other disclosures required by the Companies Act and Singapore Financial Reporting Standards;

b) half-yearly and full year announcements containing a summary of the financial information and affairs of the Group for that period;

c) press releases on major developments of the Group;

d) notices of explanatory memoranda for AGMs and Extraordinary General Meetings ("**EGM**"). The notices of AGM and EGM are also advertised in a national newspaper; and

e) the Company's website at http://www.wilton.sg at which Shareholders can access financial information, corporate announcements, press releases, annual reports and profile of the Group.

The Company does not practice selective disclosure. Price-sensitive information is first publicly released through SGXNet, either before the Company meets with any investors or analysts. All Shareholders will receive the notice of general meetings by post and published in the newspaper within the mandatory period.

Dialogue with Shareholders

To enable Shareholders to contact the Company easily, the contact details of the Company are set out on the inside back cover, the back cover of the annual report, as well as on the Company's website. The Company has procedures in place for responding to investors' queries as soon as applicable. The Board regards the AGM as its principal communication channel with Shareholders, where Shareholders can take the opportunity to raise enquiries pertaining to the resolutions tabled for approval and seek updates regarding affairs of the Company and its operations from the Board and the Management.

(E) MANAGING STAKEHOLDERS RELATIONSHIPS

ENGAGEMENT WITH STAKEHOLDERS

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

Provisions 13.1 and 13.2

Stakeholders' Engagement

The Company and the Group regularly engage its stakeholders through various medium and channels to ensure that the business interests are aligned with those of the stakeholders, to understand and address the concerns so as to improve services and products' standards, as well as to sustain business operations for long-term growth.

CORPORATE GOVERNANCE REPORT (Continued)

The Company has identified stakeholders as those who are impacted by the Group's business and operations as well as those who have a material impact on the Group's business and operations. Such stakeholders include employees, contractors and suppliers, government and regulators, community, and shareholders and investors. The Company engages its stakeholders through various channels to ensure that the business interests of the Group are balanced against the needs and interests of its stakeholders.

Sustainability Reporting

The Company's approach to the engagement with key stakeholders and materiality assessment are disclosed in the Company's Sustainability Report for FY2023, which has been uploaded on the SGXNet on 17 September 2024.

The Sustainability Report, prepared in accordance with the Global Reporting Initiative Standards, highlights the governance, environmental and social factors that the Company has determined to be material to the Group and its stakeholders.

The Sustainability Report also describes the Group's sustainability practices with reference to the primary components set out in Rule 711B of the Catalist Rules, on a "comply or explain" basis.

Provision 13.3

Corporate Website

The Company maintains a corporate website at https://www.wilton.sg to communicate and engage with stakeholders.

DEALINGS IN COMPANY'S SECURITIES

In compliance with Rule 1204(19) of the Catalist Rules, the Company had adopted a code of best practices to provide guidance to its officers on securities transactions by the Company and its officers.

The Company and its officers are not allowed to deal in the Company's shares during the period commencing one (1) month before the announcement of the Company's half year and full-year financial results, and ending on the date of the announcement of the relevant results.

Directors and employees are also expected to observe insider-trading laws at all times even when dealing with securities within the permitted trading period or when they are in possession of unpublished price-sensitive information. Directors and employees are not to deal in the Company's securities on short-term considerations.

MATERIAL CONTRACTS

Save for the service agreement between the Company and Mr Wijaya Lawrence (Executive Chairman and President) and as disclosed under the "Interested Person Transactions" section below, there were no material contracts of the Company and its subsidiaries involving the interests of the CEO (or equivalent), each Director or controlling shareholder of the Company, either still subsisting at the end of FY2023 or entered into since the end of the previous financial year.

INTERESTED PERSON TRANSACTIONS ("IPTs")

The Company has established procedures to ensure that all transactions with interested persons are reported on a timely manner to the AC and that the transactions are conducted on arm's length basis and on normal commercial terms and are not prejudicial to the Company. All IPTs are subject to review by the AC to ensure compliance with established procedures.

Save as disclosed below and excluding any IPTs below S$100,000 (if any), the Company has not entered into any IPT with any of its interested person during FY2023. The AC has reviewed the following IPT in accordance with its existing procedures.

CORPORATE GOVERNANCE REPORT (Continued)

Name of Interested Person	Nature of Relationship	Aggregate value of all interested person transactions during FY2023 (excluding transactions less than S$100,000 and transactions conducted under shareholders' mandate pursuant to Rule 920)	Aggregate value of all interested person transactions conducted under shareholders' mandate pursuant to Rule 920 (excluding transactions less than S$100,000)
Wijaya Lawrence - Office rental[1]	Executive Chairman and President, and controlling shareholder of the Company	Rp 500 million (equivalent to S$44,061)	Nil

Note:

(1) PT Wilton Wahana Indonesia, a subsidiary of the Company, entered into a lease agreement with Mr Wijaya Lawrence for the rental of office premises in Indonesia, commencing from 1 January 2020 up to 31 December 2023, at Rp 41.67 million per month.

The Board confirms that the aforementioned IPT was entered into on an arm's length basis and on normal commercial terms and is not prejudicial to the interests of the Company and its minority Shareholders.

The Company does not have any Shareholders' mandate for interested person transactions.

CATALIST SPONSOR

With reference to Rule 1204(21) of the Catalist Rules, there was no non-sponsorship fees paid to ZICO Capital Pte. Ltd. in FY2023.

DIRECTORS' STATEMENT

The directors hereby present their statement to the members together with the audited consolidated financial statements of Wilton Resources Corporation Limited (the "Company") and its subsidiaries (collectively, the "Group") and the statement of financial position and statement of changes in equity of the Company for the financial year ended 31 December 2023.

Opinion of the directors

In the opinion of the directors,

(a) the consolidated financial statements of the Group, the statement of financial position and statement of changes in equity of the Company are drawn up so as to give a true and fair view of the financial position of the Group and of the Company as at 31 December 2023 and the financial performance, changes in equity and cash flows of the Group and changes in equity of the Company for the financial year then ended on that date; and

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

Directors

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

Wijaya Lawrence
Ngiam Mia Je Patrick
Tan Cher Liang
Seah Seow Kang Steven
Lui Pang Hung

Arrangements to enable directors to acquire shares and debentures

Neither at the end of nor at any time during the financial year was the Company a party to any arrangement whose objects are, or one of whose objects is, to enable the directors of the Company to acquire benefits by means of the acquisition of shares or debentures of the Company or any other body corporate.

DIRECTORS' STATEMENT (Continued)

Directors' interests in shares and debentures

The following directors, who held office at the end of the financial year, had, according to the register of directors' shareholdings required to be kept under Section 164 of the Singapore Companies Act 1967, an interest in shares and share options of the Company and related corporations (other than wholly-owned subsidiaries) as stated below:

	Direct interest	
Name of directors	**At the beginning of the financial year**	**At the end of the financial year**
Ordinary shares of the Company		
Wijaya Lawrence	582,640,000	582,640,000
Ngiam Mia Je Patrick	364,150,000	364,150,000
Ordinary shares of subsidiaries		
PT. Wilton Investment		
Wijaya Lawrence	100	100
PT. Wilton Wahana Indonesia		
Wijaya Lawrence	30	30
PT. Liektucha Ciemas		
Wijaya Lawrence	3	3

There was no change in any of the above-mentioned interests in the Company between the end of the financial year and 21 January 2024.

By virtue of Section 7 of the Singapore Companies Act 1967, Wijaya Lawrence is deemed to have interests in shares held by the Company in all of its subsidiaries.

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

Share options

No options were issued by the Company or its subsidiaries during the financial year.

No shares were issued during the financial year by virtue of the exercise of options to take up unissued shares of the Company or its subsidiaries.

As at 31 December 2023, there were no options on the unissued shares of the Company or its subsidiaries which were outstanding.

DIRECTORS' STATEMENT (Continued)

Audit Committee

The Audit Committee ("AC") carried out its functions specified in the Companies Act 1967 and the Singapore Corporate Governance Code 2018. The functions performed are detailed in the Corporate Governance Report as set out in the Annual Report of the Company.

Auditor

The retiring auditor, Ernst & Young LLP, will not be seeking re-appointment.

On behalf of the Board of Directors:

Wijaya Lawrence
Director

Ngiam Mia Je Patrick
Director

Singapore
20 September 2024

INDEPENDENT AUDITOR'S REPORT

For the financial year ended 31 December 2023

Independent auditor's report to the members of Wilton Resources Corporation Limited

Disclaimer of Opinion

We were engaged to audit the financial statements of Wilton Resources Corporation Limited (the "Company") and its subsidiaries (collectively, the "Group"), which comprise the statement of financial position of the Group and the Company as at 31 December 2023, the statements of changes in equity of the Group and the Company, consolidated statement of comprehensive income and consolidated cash flow statement of the Group for the year then ended, and notes to the financial statements, including material accounting policy information.

We do not express an opinion on the accompanying financial statements. Because of the significance of the matters described in the Basis for Disclaimer of Opinion section of our report, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion on these financial statements.

Basis for Disclaimer of Opinion

1) Going concern assumption

For the year ended 31 December 2023, the Group incurred net loss of Rp 53,232 million and net operating cash outflow of Rp 47,436 million. As at 31 December 2023, the Group's and the Company's current liabilities exceeded its current assets by Rp 112,176 million and Rp 53,781 million respectively. As disclosed in Note 27 to the financial statements, the Group and the Company have external borrowings of Rp 291,094 million due for repayment by February 2025. These conditions, including the operational challenges faced by the Group as disclosed in Note 2.1, indicate the existence of material uncertainties on the ability of Group and Company to continue as going concern.

The financial statements have been prepared on a going concern basis based on the assumptions as disclosed in Note 2.1 to the financial statements. However, based on the information available to us, we have not been able to obtain sufficient audit evidence to satisfy ourselves as to the appropriateness of the use of the going concern assumption in the preparation of the financial statements.

The carrying values of the assets as recorded on the balance sheets of the Group and Company as at 31 December 2023 have been determined based on the Group and Company continuation as a going concern and recovery in the normal course of business. If the going concern assumption is not appropriate and the financial statements were presented on a realisation basis, the carrying value of assets and liabilities may be materially different from that currently recorded in the balance sheets. If the Group and Company were unable to continue in operational existence for the foreseeable future, the Group and Company may be unable to discharge its liabilities in the normal course of business and adjustments may have to be made to reflect the situation that assets may need to be realised other than in the normal course of business and at amounts which could differ significantly from the amounts at which they are currently recorded in the balance sheets. In addition, the Group and the Company may have to reclassify non-current assets and liabilities as current assets and liabilities. No such adjustments have been made to these financial statements.

INDEPENDENT AUDITOR'S REPORT (Continued)

For the financial year ended 31 December 2023

Independent auditor's report to the members of Wilton Resources Corporation Limited

Basis for Disclaimer of Opinion (cont'd)

2) Impairment of Group's mine properties, property, plant and equipment and right-of-use assets Impairment of Company's investment in subsidiaries and amounts due from subsidiaries

As disclosed in Notes 12, 13 and 15 to the financial statements, the carrying amounts of the Group's mine properties, property, plant and equipment and right-of-use assets ("non-current assets") as at 31 December 2023 mainly attributable to the Group's mining operations amounted to Rp 280,215 million, Rp 313,802 million and Rp 35,957 million, respectively. Management has estimated their recoverable amounts assuming the Group continues as a going concern and is able to resolve challenges in achieving production targets as planned, and determined that no impairment loss is required for the year ended at 31 December 2023. Based on information available to us, we are unable to conclude on the reasonableness of the recoverable amounts estimated by management.

Since the aforementioned non-current assets of the Group are held by certain subsidiaries of the Company's, we are also unable to obtain sufficient appropriate audit evidence to determine the the recoverable amounts of the Company's cost of investment in subsidiaries amounting to Rp 1,217,860 million (Note 16 to the financial statements) and amounts due from subsidiaries of Rp 113,503 million (Note 20 to the financial statements) as at 31 December 2023.

Consequently, we are unable to determine whether any adjustments might be necessary in respect of the carrying amounts of these assets as at 31 December 2023.

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 Singapore Financial Reporting Standards (International), and for devising and maintaining a system of internal accounting controls sufficient to provide a reasonable assurance that assets are safeguarded against loss from unauthorised use or disposition; and transactions are properly authorised and that they are recorded as necessary to permit the preparation of true and fair financial statements and to maintain accountability of assets.

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

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

Auditor's responsibilities for the audit of the financial statements

Our responsibility is to conduct an audit of the financial statements in accordance with Singapore Standards on Auditing and to issue and auditor's report. However, because of the matters described in the Basis for Disclaimer of Opinion section of our report, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion on these financial statements.

We are independent of the Group in accordance with the Accounting and Corporate Regulatory Authority (ACRA) Code of Professional Conduct and Ethics for Public Accountants and Accounting Entities (ACRA Code) together with the ethical requirements that are relevant to our audit of the financial statements in Singapore, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ACRA Code.

INDEPENDENT AUDITOR'S REPORT (Continued)

For the financial year ended 31 December 2023

Independent auditor's report to the members of Wilton Resources Corporation Limited

Report on other legal and regulatory requirements

In our opinion, in view of the significance of the matters referred to in the Basis for Disclaimer of Opinion section of our report, we do not express an opinion on whether the accounting and other records required by the Act to be kept by the Company and by a subsidiary corporation 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 auditor's report is Low Bek Teng.

Ernst & Young LLP
Public Accountants and
Chartered Accountants

Singapore
20 September 2024

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

For the financial year ended 31 December 2023

	Note	2023 Rp million	2022 Rp million
Revenue	4	3,990	5,396
Cost of sales		(3,559)	(4,006)
Gross profit		**431**	**1,390**
Other items of income			
Other income	5	163,162	24
Interest income from loans and receivables		688	421
Other items of expense			
Other expenses		(1,254)	(28,749)
Other operating expenses	6	(31,013)	(12,005)
Finance costs	7	(136,534)	(75,838)
General and administrative expenses		(43,979)	(40,184)
Loss before tax	8	**(48,499)**	**(154,941)**
Income tax expense	10	(4,733)	–
Loss net of tax for the year		**(53,232)**	**(154,941)**
Attributable to			
Owners of the Company		(37,308)	(150,348)
Non-controlling interests		(15,924)	(4,593)
Loss net of tax for the year		**(53,232)**	**(154,941)**
Other comprehensive income:			
Item that may not be reclassified subsequently to profit or loss			
Re-measurement gain on defined benefit plan	9	118	329
Other comprehensive income for the year, net of tax		**118**	**329**
Total comprehensive income for the year, net of tax		**(53,114)**	**(154,612)**
Attributable to			
Owners of the Company		(37,226)	(150,076)
Non-controlling interests		(15,888)	(4,536)
Total comprehensive income for the year		**(53,114)**	**(154,612)**
Loss per share attributable to owners of the Company (Rp per share)			
Basic	11	(14.22)	(57.58)
Diluted	11	(14.22)	(57.58)

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

STATEMENTS OF FINANCIAL POSITION

As at 31 December 2023

	Note	Group		Company	
		31 December 2023	31 December 2022	31 December 2023	31 December 2022
		Rp million	Rp million	Rp million	Rp million
Non-current assets					
Mine properties	12	280,215	280,128	–	–
Property, plant and equipment	13	313,802	275,911	13	26
Intangible assets	14	17	51	–	–
Right-of-use assets	15	35,957	38,899	518	–
Investment in subsidiaries	16	–	–	1,217,860	1,217,860
Other receivables	18	1,104	1,104	92	92
Long term fixed deposits	17	420	420	–	–
		631,515	**596,513**	**1,218,483**	**1,217,978**
Current assets					
Trade and other receivables	18	2,182	583	625	40
Prepayments	19	672	503	152	213
Amounts due from subsidiaries	20	–	–	113,503	69,174
Inventories	21	10,729	6,858	–	–
Investment securities		10	10	–	–
Restricted time deposits	23	25,000	25,000	–	–
Cash and cash equivalents	22	4,420	18,248	1,621	3,365
		43,013	**51,202**	**115,901**	**72,792**
Total assets		**674,528**	**647,715**	**1,334,384**	**1,290,770**
Current liabilities					
Trade payables	24	2,679	1,581	–	–
Other payables and accruals	25	126,271	84,621	36,008	25,060
Amounts due to a related party	26	2,312	–	2,312	–
Amounts due to subsidiaries	26	–	–	130,790	78,725
Lease liabilities	28	1,986	465	535	–
Loans and borrowings	27	21,904	62,666	–	–
Tax payable		37	–	37	–
		155,189	**149,333**	**169,682**	**103,785**
Net current liabilities		**(112,176)**	**(98,131)**	**(53,781)**	**(30,993)**

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

STATEMENTS OF FINANCIAL POSITION (Continued)

As at 31 December 2023

	Note	Group		Company	
		31 December 2023	31 December 2022	31 December 2023	31 December 2022
		Rp million	Rp million	Rp million	Rp million
Non-current liabilities					
Loans and borrowings	27	291,094	319,097	291,094	319,097
Other payables and accruals	25	23,706	23,706	–	–
Employee benefits liability		3,391	3,027	–	–
Provision for rehabilitation		420	420	–	–
Lease liabilities	28	1,613	–	–	–
Deferred tax liabilities	10	4,696	–	–	–
		324,920	**346,250**	**291,094**	**319,097**
Total liabilities		**480,109**	**495,583**	**460,776**	**422,882**
Net assets		**194,419**	**152,132**	**873,608**	**867,888**
Equity attributable to owners of the Company					
Share capital	29	1,199,896	1,199,896	3,156,019	3,156,019
Accumulated losses		(1,446,582)	(1,409,356)	(2,282,411)	(2,288,131)
Merger reserve	30	13	13	–	–
Capital reserve	31	531,653	400,061	–	–
		284,980	**190,614**	**873,608**	**867,888**
Non-controlling interests		**(90,561)**	**(38,482)**	**–**	**–**
Total equity		**194,419**	**152,132**	**873,608**	**867,888**
Total equity and liabilities		**674,528**	**647,715**	**1,334,384**	**1,290,770**

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

STATEMENTS OF CHANGES IN EQUITY

For the financial year ended 31 December 2023

	Attributable to owners of the Company					
	Share capital (Note 30)	Accumulated losses	Merger reserve (Note 31)	Capital reserve (Note 32)	Non-controlling interests	Total equity
	Rp million	Rp million	Rp million	Rp million	Rp million	Rp million
Group						
At 1 January 2023	**1,199,896**	**(1,409,356)**	**13**	**400,061**	**(38,482)**	**152,132**
Loss for the year	–	(37,308)	–	–	(15,924)	(53,232)
Other comprehensive income						
Re-measurement gain on defined benefit plan, representing total other comprehensive income for the year, net of tax	–	82	–	–	36	118
Total comprehensive income for the year, net of tax	–	(37,226)	–	–	(15,888)	(53,114)
Changes in ownership of subsidiaries without change in control	–	–	–	131,592	(36,191)	95,401
At 31 December 2023	**1,199,896**	**(1,446,582)**	**13**	**531,653**	**(90,561)**	**194,419**
At 1 January 2022	**1,191,577**	**(1,259,280)**	**13**	**308,833**	**(16,918)**	**224,225**
Loss for the year	–	(150,348)	–	–	(4,593)	(154,941)
Other comprehensive income						
Re-measurement gain on defined benefit plan, representing total other comprehensive income for the year, net of tax	–	272	–	–	57	329
Total comprehensive income for the year, net of tax	–	(150,076)	–	–	(4,536)	(154,612)
Changes in ownership of subsidiaries without change in control	–	–	–	91,228	(17,028)	74,200
Contribution by and distribution to owners						
Issuance of ordinary shares	8,319	–	–	–	–	8,319
At 31 December 2022	**1,199,896**	**(1,409,356)**	**13**	**400,061**	**(38,482)**	**152,132**

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

STATEMENTS OF CHANGES IN EQUITY (Continued)

For the financial year ended 31 December 2023

	Share capital (Note 29) Rp million	Accumulated losses Rp million	Total equity Rp million
Company			
At 1 January 2023	**3,156,019**	**(2,288,131)**	**867,888**
Profit for the year, representing total comprehensive income for the year, net of tax	–	5,720	5,720
At 31 December 2023	**3,156,019**	**(2,282,411)**	**873,608**
At 1 January 2022	**3,147,700**	**(2,172,206)**	**975,494**
Loss for the year, representing total comprehensive income for the year, net of tax	–	(115,925)	(115,925)
Issuance of ordinary shares	8,319	–	8,319
At 31 December 2022	**3,156,019**	**(2,288,131)**	**867,888**

CONSOLIDATED CASH FLOW STATEMENT

For the financial year ended 31 December 2023

	Note	2023 Rp million	2022 Rp million
Cash flows from operating activities			
Loss before tax		(48,499)	(154,941)
Adjustments for:			
Fair value changes on mandatory convertible notes	29	–	(314)
Unrealised foreign exchange differences		(1,241)	28,994
Gain on early termination of lease	5	–	(3)
Gain on modification of project financing liability	5	(159,021)	–
Finance costs	7	136,534	75,838
Interest income		(688)	(421)
Depreciation of property, plant and equipment	13	2,789	3,139
Depreciation of right-of-use assets	15	6,502	6,488
Amortisation of intangible assets	14	34	155
Depletion of mine properties	12	1,485	–
Increase in employee benefits liability	9	482	289
Gain from extension of shares sale and repurchase		(2,320)	–
Operating cash flows before working capital changes		**(63,943)**	**(40,776)**
(Increase)/decrease in prepayments		(169)	588
Increase in trade debtors		(1,054)	–
Increase in other debtors and deposits		(524)	(881)
Increase in inventories		(3,871)	(4,329)
Increase in trade payables		1,098	1,386
Increase in other payables and accruals		21,355	19,309
Cash flows used in operations		**(47,108)**	**(24,703)**
Interest received		688	421
Interest paid		(1,016)	(861)
Net cash flows used in operating activities		**(47,436)**	**(25,143)**
Cash flows from investing activities			
Purchase of property, plant and equipment	A	(16,561)	(34,482)
Prepayment of property, plant and equipment		–	(8,302)
Proceeds from disposal of interest in a subsidiary without loss of control	16	51,320	74,200
Net cash flows generated from investing activities		**34,759**	**31,416**

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

CONSOLIDATED CASH FLOW STATEMENT (Continued)

For the financial year ended 31 December 2023

	Note	2023	2022
		Rp million	Rp million
Cash flows from financing activities			
Proceeds/(payment) of short term bank overdrafts		238	(154)
Payment of long term borrowing		(2,356)	–
Payment of lease liabilities	28	(528)	(2,990)
Proceeds from a related party		2,489	–
Net cash flows used in financing activities		**(157)**	**(3,144)**
Net (decrease)/increase in cash and cash equivalents		(12,834)	3,129
Effect of exchange rate changes on cash and cash equivalents		(994)	1,739
Cash and cash equivalents at beginning of the year		18,248	13,380
Cash and cash equivalents at the end of the year	22	**4,420**	**18,248**

Note A: During the year, the Group has total additions to property, plant and equipment of Rp 40,680 million and Rp 24,119 million of the acquisition cost was recorded within other payables and accruals (Note 25).

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2023

1. Corporate information

1.1 *The Company*

Wilton Resources Corporation Limited (the "Company" or "WRC") is a limited liability company incorporated and domiciled in Singapore. The Company is a sponsored company listed on Catalist Board ("Catalist") of the Singapore Exchange Securities Trading Limited ("SGX-ST").

The registered office and principal place of business of the Company is located at 62 Ubi Road 1, #09-14 Oxley Bizhub 2, Singapore 408734.

The principal activity of the Company is investment holding. The principal activities of the subsidiaries are disclosed in Note 16.

2. Material accounting policy information

2.1 *Basis of preparation*

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

The financial statements have been prepared on the historical cost basis except as disclosed in the accounting policies below. The financial statements are presented in Indonesian Rupiah ("IDR" or "Rp") and all values are rounded to the nearest million ("Rp Million") except when otherwise indicated.

Going concern assumption

For the year ended 31 December 2023, the Group incurred net loss of Rp 53,232 million (2022: Rp 154,941 million) and net cashflows used in its operating activities amounted to Rp 47,436 million (2022: Rp 25,143 million). As at 31 December 2023, the Group's current liabilities exceeded its current assets by Rp 112,176 million (31 December 2022: Rp 98,131 million). Subsequent to year-end, the Group faced a country-wide cyanide unavailability. Cyanide is essentially required in the gold mining industry. Consequently, from March 2024, the Group had to slow down its mining and production activities until the pricing and supply of cyanide have returned to normalisation. Notwithstanding the above, the Directors are of the view that the Group is able to continue as a going concern for the following reasons:

- The Group will be able to generate cash flows from its gold mining operations and since August 2024, the Group has resumed its mining and production activities as the pricing and supply of cyanide have started to normalise.

- The Group has entered into two sale and re-purchase agreements dated 22 June 2024 with a Purchaser whereby the Group will sell ordinary shares in the capital of its Indonesian subsidiary, PT. Wilton Makmur Indonesia Tbk ("PT WMI").

NOTES TO THE FINANCIAL STATEMENTS (Continued)

For the financial year ended 31 December 2023

2. Material accounting policy information (cont'd)

2.1 *Basis of preparation (cont'd)*

Under the first sale and re-purchase agreement, the Group sold 300 million PT WMI shares ("First Sale Shares") to the Purchaser for a cash consideration of S$1 million. In addition, the Group transferred an additional 400 million PT WMI shares ("First Additional Shares", together with the First Sale Shares, known as "First Aggregate Shares"), in exchange of the Purchaser to grant the Company and WRH options to (individually or collectively) re-purchase up to the First Aggregate Shares:

a. 700 million shares from the Purchaser for S$1 million, within one month from 26 June 2024, and only after the Company and/or WRH provides the Purchaser with written confirmation from a qualified and certified third-party independent laboratory in Indonesia certifying that the Group has produced at least 7 kg of gold bullion with at least 90% purity ("1 Month Option"); and

b. 300 million shares from the Purchaser for S$1 million within six months from 26 June 2024, provided that the 1 Month Option has not been exercised.

The Company and WRH did not meet the requirement to exercise the option to re-purchase 700 million shares from the Purchaser for S$1 million.

Under the second sale and re-purchase agreement, the Group will sell 300 million PT WMI shares ("Second Sale Shares") to the Purchaser for a cash consideration of S$1 million. The Second Sale Shares is subject to the fulfilment of one of the following conditions:

a. The Company and/or WRH (i) providing the Purchaser with a written confirmation from a qualified and certified third-party independent laboratory in Indonesia certifying that the Group has produced at least 15kg of gold with at least 90% purity, and (ii) giving written notice to the Purchaser to require the sale and purchase of the Second Sale Shares ("Gold Standard Written Notice"), within two (2) months from the date of the Second Sale & Re-Purchase Agreement; or

b. The Purchase giving written notice to the Company and/or WRH to require the Second Sale Shares ("Purchaser's Written Notice"), within four (4) months of the date of the Second Sale & Re-Purchase Agreement.

In addition, the Group will transfer an additional 300 million PT WMI shares ("Second Additional Shares", together with the Second Sale Shares, known as "Second Aggregate Shares"), in exchange of the Purchaser to grant the Company and WRH options to (individually or collectively) re-purchase up to the Second Aggregate Shares:

a. 600 million shares from the Purchaser for S$1 million, within one month from the Completion Date. The Completion Date is defined as three (3) days from the date of the Gold Standard Written Notice or the Purchaser's Written Notice; and

b. 300 million shares from the Purchaser for S$1 million within six months from the Completion Date, provided that the 1 Month Option has not been exercised.

- The Group has entered into a Working Capital Loan agreement with an individual on 1 April 2024. The facility is for a loan amount of IDR 36.0 billion for a period of 24 months. The facility has a drawdown limit per month of up to IDR 1.5 billion. Each drawdown will bear an interest rate of 10% per annum and shall be repayable 30 days from the date of the lender's written notice.

- The Group negotiated and agreed with its primary vendors on favorable credit terms to settle its current liabilities amounting to Rp 40.7 billion as at 31 December 2023.

- The Group has entered into an Offtake agreement on 5 June 2024 whereby the counterparty had agreed to provide prepayments amounting to US$30,000,000 and can be drawdown upon the request of the Group within one (1) year from the date of agreement.

NOTES TO THE FINANCIAL STATEMENTS (Continued)

For the financial year ended 31 December 2023

2. Material accounting policy information (cont'd)

2.2 *Changes in accounting policies*

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

2.3 *Standards issued but not yet effective*

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

Description	Effective for annual periods beginning on or after
Amendments to SFRS(I) 1-1 and SFRS(I) Practice Statement 2 *Disclosure of Accounting Policies*	1 January 2023
Amendments to SFRS(I) 1-8 *Definition of Accounting Estimates*	1 January 2023
Amendments to SFRS(I) 1-12 *Deferred Tax related to Assets and Liabilities arising from a Single Transaction*	1 January 2023
SFRS(I) 17 *Insurance Contracts*	1 January 2023
Amendments to SFRS(I) 16 *Lease liability in a Sale and Leaseback*	1 January 2024
Amendments to SFRS(I) 1-1 *Classification of Liabilities as Current or Non-current*	1 January 2024
Amendments to SFRS(I) 10 & SFRS(I) 1-28 *Sale or Contribution of Assets between an Investor and its Associate or Joint Venture*	To be determined

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

2.4 *Basis of consolidation and business combinations*

(a) ***Basis of consolidation***

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

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

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

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

NOTES TO THE FINANCIAL STATEMENTS (Continued)

For the financial year ended 31 December 2023

2. Material accounting policy information (cont'd)

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

(a) ***Basis of consolidation (cont'd)***

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

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

(b) ***Business combinations***

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

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

Non-controlling interest in the acquiree, that are present ownership interests and entitle their holders to a proportionate share of net assets of the acquire are recognised on the acquisition date at either fair value, or the non-controlling interest's proportionate share of the acquiree's identifiable net assets.

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

2.5 *Foreign currency*

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

NOTES TO THE FINANCIAL STATEMENTS (Continued)

For the financial year ended 31 December 2023

2. Material accounting policy information (cont'd)

2.5 *Foreign currency (cont'd)*

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

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

2.6 *Property, plant and equipment*

All items of property, plant and equipment are initially recorded at cost. The cost includes the cost of replacing part of the property, plant and equipment and borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying property, plant and equipment. The accounting policy for borrowing costs is set out in Note 2.23. The cost of an item of property, plant and equipment is recognised as an asset if, and only if, it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. Subsequent to recognition, all items of property, plant and equipment are measured at cost less accumulated depreciation and any accumulated impairment losses.

When significant parts of property, plant and equipment are required to be replaced in intervals, the Group recognises such parts as individual assets with specific useful lives and depreciation, respectively. Likewise, when a major inspection is performed, its cost is recognised in the carrying amount of the plant and equipment as a replacement if the recognition criteria are satisfied. All other repair and maintenance costs are recognised in profit or loss as incurred.

Depreciation of Civil and Supporting Infrastructure is computed using unit-of-production basis over the estimated economically recoverable ore reserves of the mine concerned. Property, plant and equipment other than Civil and Supporting Infrastructure is computed using the straight-line method based on the estimated useful lives of the assets as follow:

Motor vehicles	–	8 years
Electrical and office equipment	–	3 to 8 years
Furniture and fittings	–	3 to 8 years
Renovations	–	4 years
Electrical installations	–	4 to 8 years
Heavy equipment	–	16 years

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

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

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

NOTES TO THE FINANCIAL STATEMENTS (Continued)

For the financial year ended 31 December 2023

2. Material accounting policy information (cont'd)

2.7 *Mineral exploration, evaluation and development expenditures*

Exploration and evaluation activities involve the search for mineral, the determination of technical feasibility and the assessment of commercial viability of an identified resource. Such activities include:

(i) gathering exploration data through topographical, geochemical and geophysical studies;

(ii) exploratory drilling, trenching and sampling;

(iii) determining and examining the volume and grade of the resource; and

(iv) surveying transportation and infrastructure requirements.

Administration costs that are not directly attributable to a specific exploration area are charged to profit or loss.

License costs paid in connection with a right to explore in an existing exploration area are capitalised and amortised from the commencement of commercial production.

Once the legal right to explore has been acquired, exploration and evaluation expenditures are charged to profit or loss as incurred, unless the director concludes that future economic benefits are more likely than not to be realised. These expenditures include acquisition and renewal of rights to explore; technical feasibility, processing and mining study; management and monitoring; drilling, explosives permitting and other exploration costs paid to contractors and consultants.

Exploration and evaluation expenditures in relation to each separate area of interest are recognised as an exploration and evaluation asset in the year in which they are incurred where the following conditions are satisfied:

- the rights to tenure of the area of interest are current; and
- at least one of the following conditions is also met:
  - (i) the exploration and evaluation expenditures are expected to be recouped through successful development and exploration of the area of interest, or alternatively, by its sale; or
  - (ii) exploration and evaluation activities in the area of interest have not, at the reporting date, reached a stage which permits a reasonable assessment of the existence or otherwise of economically recoverable reserves, and active and significant operations in, or in relation to, the area of interest are continuing.

Capitalised exploration and evaluation costs are recorded under "Exploration and evaluation assets" and are subsequently measured at cost less any allowance for impairment. Such assets are not depreciated as they are not available for use but monitored for indications of impairment. Where a potential impairment is indicated, an assessment is performed for each area of interest in conjunction with the group of operating assets (representing a cash generating unit) to which the exploration is attributed. To the extent that exploration and evaluation costs are not expected to be recovered, these are charged to profit or loss.

Once the technical feasibility and commercial viability of the extraction of mineral resources in an area of interest are demonstrable, all exploration and evaluation assets attributable to that area of interest are first tested for impairment and then reclassified to mine under construction, which is a subset of mine properties.

NOTES TO THE FINANCIAL STATEMENTS (Continued)

For the financial year ended 31 December 2023

2. Material accounting policy information (cont'd)

2.8 *Mine properties*

Mining properties include assets in production and in development, and assets transferred from exploration and evaluation assets. Mining properties in development are not amortised until production commences.

Upon transfer of "Exploration and evaluation assets" into "Mines under construction" in "Mine properties", all subsequent expenditures on the construction, installation or completion of infrastructure facilities are capitalised in "Mines under construction". Development expenditure is net of proceeds from the sale of ore extracted during the development phase. The "Mines under construction" is not amortised until it is completed and the production stage is commenced, and the assets are transferred into "Producing mines" in "Mine properties".

When a mine construction project moves into the production stage, the capitalisation of certain mine construction costs ceases and costs are either regarded as part of the cost of inventory or expensed, except for costs which qualify for capitalisation relating to mining asset additions or improvements, underground mine development or mineable reserve development.

The accumulated costs of producing mines are amortised on the unit-of-production basis over the economically recoverable reserves of the mine concerned.

2.9 *Intangible assets*

Intangible assets acquired separately are measured initially at cost. Following initial acquisition, intangible assets are measured at cost less any accumulated amortisation and any accumulated impairment losses.

Software

Software are amortised over the estimated useful life of 8 years and assessed for impairment whenever there is an indication that the software asset may be impaired. The amortisation period and the amortisation method are reviewed at least at each financial year-end. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset is accounted for by changing the amortisation period or method, as appropriate, and are treated as changes in accounting estimates. The amortisation expense is recognised in the profit or loss in the expense category consistent with the function of the intangible asset.

De-recognition

An intangible asset is de-recognised upon disposal (i.e., at the date the recipient obtains control) or when no future economic benefits are expected from its use or disposal. Gains or losses arising from de-recognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in profit or loss.

2.10 *Impairment of non-financial assets*

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

An asset's recoverable amount is the higher of an asset's or cash-generating unit's fair value less costs of disposal and its value in use and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets. Where the carrying amount of an asset or cash-generating unit exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. In assessing value in use, the estimated future cash flows expected to be generated by the asset 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. In determining fair value less costs to sell, recent market transactions are taken into account, if available. If no such transactions can be identified, an appropriate valuation model is used.

NOTES TO THE FINANCIAL STATEMENTS (Continued)

For the financial year ended 31 December 2023

2. Material accounting policy information (cont'd)

2.10 *Impairment of non-financial assets (cont'd)*

Impairment losses are recognised in profit or loss.

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

2.11 *Subsidiaries*

A subsidiary is an investee that is controlled by the Group. The Group controls an investee when it is exposed, or has the rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Entities are consolidated from the time that the ability to control begins and cease to be consolidated when the ability to control ends.

In the Company's statement of financial position, investment in subsidiaries are accounted for at cost less impairment losses.

2.12 *Financial instruments*

(a) ***Financial assets***

Initial recognition and measurement

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

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

Subsequent measurement

<u>Investments in debt instruments</u>

Subsequent measurement of debt instruments depends on the Group's business model for managing the asset and the contractual cash flow characteristics of the asset. The three measurement categories for classification of debt instruments are:

(i) Amortised cost

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

NOTES TO THE FINANCIAL STATEMENTS (Continued)

For the financial year ended 31 December 2023

2. Material accounting policy information (cont'd)

2.12 *Financial instruments (cont'd)*

(a) ***Financial assets (cont'd)***

Subsequent measurement (cont'd)

Investments in debt instruments (cont'd)

(ii) Fair value through other comprehensive income (FVOCI)

Financial assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets' cash flows represent solely payments of principal and interest, are measured at FVOCI. Financial assets measured at FVOCI are subsequently measured at fair value. Any gains or losses from changes in fair value of the financial assets are recognised in other comprehensive income, except for impairment losses, foreign exchange gains and losses and interest calculated using the effective interest method are recognised in profit or loss. The cumulative gain or loss previously recognised in other comprehensive income is reclassified from equity to profit or loss as a reclassification adjustment when the financial asset is de-recognised.

(iii) Fair value through profit or loss

Assets that do not meet the criteria for amortised cost or FVOCI are measured at fair value through profit or loss. A gain or loss on a debt instruments that is subsequently measured at fair value through profit or loss and is not part of a hedging relationship is recognised in profit or loss in the period in which it arises.

Investments in equity instruments

On initial recognition of an investment in equity instrument that is not held for trading, the Group may irrevocably elect to present subsequent changes in fair value in OCI. Dividends from such investments are to be recognised in profit or loss when the Group's right to receive payments is established. For investments in equity instruments which the Group has not elected to present subsequent changes in fair value in OCI, changes in fair value are recognised in profit or loss.

De-recognition

A financial asset is de-recognised where the contractual right to receive cash flows from the asset has expired. On de-recognition of a financial asset in its entirety, the difference between the carrying amount and the sum of the consideration received and any cumulative gain or loss that had been recognised in other comprehensive income for debt instruments is recognised in profit or loss.

(b) ***Financial liabilities***

Initial recognition and measurement

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

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

NOTES TO THE FINANCIAL STATEMENTS (Continued)

For the financial year ended 31 December 2023

2. Material accounting policy information (cont'd)

2.12 ***Financial instruments (cont'd)***

(b) Financial liabilities (cont'd)

Subsequent measurement

The measurement of financial liabilities depends on their classification as follows:

(i) Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition at fair value. Financial liabilities are classified as held for trading if they are acquired for the purpose of selling in the near term. Subsequent to initial recognition, financial liabilities at fair value through profit or loss are measured at fair value. Any gains or losses arising from changes in fair value of the financial liabilities are recognised in profit or loss.

(ii) Other financial liabilities

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

De-recognition

A financial liability is de-recognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a de-recognition of the original liability and the recognition of a new liability, and the difference in the respective carrying amounts is recognised in profit or loss.

(c) ***Offsetting of financial instruments***

Financial assets and financial liabilities are offset and the net amount is presented in the statement of financial position, when and only when, there is a currently enforceable legal right to set off the recognised amounts and there is an intention to settle on a net basis, or to realise the assets and settle the liabilities simultaneously.

(d) ***Derivatives***

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

Derivatives embedded in host contracts are accounted for as separate derivatives and recorded at fair value if their economic characteristics and risks are not closely related to those of the host contracts and the host contracts are not measured at fair value with changes in fair value recognised in profit or loss. These embedded derivatives are measured at fair value with changes in fair value recognised in profit or loss. Reassessment only occurs if there is a change in the terms of the contract that significantly modifies the cash flows that would otherwise be required.

NOTES TO THE FINANCIAL STATEMENTS (Continued)

For the financial year ended 31 December 2023

2. Material accounting policy information (cont'd)

2.13 *Impairment of financial assets*

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

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

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

2.14 *Cash and cash equivalents*

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

2.15 *Inventories*

Inventories are valued at the lower of cost or net realizable value. Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale.

Inventories consist of gold dore, work-in-progress, ore in stockpiles, and supplies.

2.16 *Provisions*

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

Provisions are reviewed at the end of each reporting period and adjusted to reflect the current best estimate. If it is no longer probable that an outflow of economic resources will be required to settle the obligation, the provision is reversed. If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, where appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

NOTES TO THE FINANCIAL STATEMENTS (Continued)

For the financial year ended 31 December 2023

2. Material accounting policy information (cont'd)

2.17 ***Employee benefits***

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

The Group participates in the national pension schemes as defined by the laws of the countries in which it has operations. Contributions to national pension schemes are recognised as an expense in the period in which the related service is performed. In particular, the Singapore companies in the Group make contributions to the Central Provident Fund scheme in Singapore, a defined contribution pension scheme.

(b) ***Defined benefit plans***

The Group also provides additional provisions for employee service entitlements in order to meet the minimum benefits required to be paid to qualified employees, as required under the Indonesian Labour Law No. 13/2003 (the "Labour Law"), Indonesian Labour Law No.11/2020 (the "Job Creation Law") and Indonesian Government Regulation No. 35/2022. The said additional provisions, which are unfunded, are estimated by actuarial calculations using the projected unit credit method.

The estimated liability for employee benefits is the aggregate of the present value of the defined benefit obligations at the end of the reporting period.

Defined benefit obligation comprises of the following:

- Service costs
- Net interest on the net defined benefit liability; and
- Re-measurements of the net defined benefit liability

Service costs which include current service costs, past service costs and gains or losses on non-routine settlements are recognised as expense in profit or loss. Past service costs are recognised when plan amendment or curtailment occurs.

Net interest on the net defined benefit liability is the change during the period in the net defined benefit liability that arises from the passage of time which is determined by applying the discount rate to the net defined benefit liability. Net interest on the net defined benefit liability is recognised as expense or income in profit or loss.

Re-measurements comprising actuarial gains and losses are recognised immediately in other comprehensive income in the consolidated statement of comprehensive income in the period in which they arise. Re-measurements are recognised in retained earnings within equity and are not reclassified to profit or loss in subsequent periods.

(c) ***Employee leave entitlement***

Employee entitlements to annual leave are recognised as a liability when they accrue to the employees. The estimated liability for leave is recognised for services rendered by employees up to the end of the reporting period.

NOTES TO THE FINANCIAL STATEMENTS (Continued)

For the financial year ended 31 December 2023

2. Material accounting policy information (cont'd)

2.18 *Leases*

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

As lessee

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

(a) ***Right-of-use assets***

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

Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease term and the estimated useful lives of the assets, as follows:

Office premises	–	1.5 to 3.5 years
Vehicles	–	3 years
Lands	–	10.5 years

If ownership of the leased asset transfers to the Group at the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset. The right-of-use assets are also subject to impairment. The accounting policy for impairment of non-financial assets is set out in Note 2.10.

(b) ***Lease liabilities***

At the commencement date of the lease, the Group recognises lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in-substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Group and payments of penalties for terminating the lease, if the lease term reflects the Group exercising the option to terminate.

Variable lease payments that do not depend on an index or a rate are recognised as expenses (unless they are incurred to produce inventories) in the period in which the event or condition that triggers the payment occurs.

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

NOTES TO THE FINANCIAL STATEMENTS (Continued)

For the financial year ended 31 December 2023

2. Material accounting policy information (cont'd)

2.18 *Leases (cont'd)*

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

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

2.19 *Revenue recognition*

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

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

(a) ***Sale of goods***

Revenue from sale of goods is recognised at the point in time when control of the asset is transferred to the buyer, usually on delivery of goods as the performance obligation is determined to have been satisfied.

The Group's revenue pertains to the sale of gold dore.

(b) ***Interest income***

Interest income is recognised using the effective interest method.

2.20 *Taxes*

(a) ***Current income tax***

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

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

(b) ***Deferred tax***

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

NOTES TO THE FINANCIAL STATEMENTS (Continued)

For the financial year ended 31 December 2023

2. Material accounting policy information (cont'd)

2.20 *Taxes (cont'd)*

(b) ***Deferred tax (cont'd)***

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

- Where the deferred tax liability arises from the initial recognition of goodwill or of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and

- In respect of taxable temporary differences associated with investments in subsidiaries, where the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

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

- Where the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and

- In respect of deductible temporary differences associated with investments in subsidiaries, deferred tax assets are recognised only to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

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

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

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

Deferred tax assets and deferred tax liabilities are offset, if a legally enforceable right exists to set off current income tax assets against current income tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

NOTES TO THE FINANCIAL STATEMENTS (Continued)

For the financial year ended 31 December 2023

2. Material accounting policy information (cont'd)

2.20 ***Taxes (cont'd)***

(c) ***Sales tax***

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

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

The net amount of sales tax recoverable from, or payable to, the taxation authority is included as part of other debtors or other payables in the statement of financial position.

2.21 ***Segment reporting***

The Group operates as a gold mining group in Indonesia, which management considers as a single reportable segment. Accordingly, separate information on other operating segments have not been presented.

Information about major customer

Revenue from two major customer amounting to Rp 3,990 million for the financial year ended 31 December 2023 (2022: Rp 5,396 million), arising from the sales of gold dore.

2.22 ***Share capital and share issue expenses***

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

2.23 ***Borrowing costs***

Borrowing costs are capitalised as part of the cost of a qualifying asset if they are directly attributable to the acquisition, construction or production of that asset. Capitalisation of borrowing costs commences when the activities to prepare the asset for its intended use or sale are in progress and the expenditures and borrowing costs are incurred. Borrowing costs are capitalised until the assets are substantially completed for their intended use or sale. All other borrowing costs are expensed in the period they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

2.24 ***Contingencies***

A contingent liability is:

(a) a possible obligation that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group; or

(b) a present obligation that arises from past events but is not recognised because:

(i) It is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation; or

(ii) The amount of the obligation cannot be measured with sufficient reliability.

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

Contingent liabilities and assets are not recognised on the statement of financial position of the Group, except for contingent liabilities assumed in a business combination that are present obligations and which the fair values can be reliably determined.

NOTES TO THE FINANCIAL STATEMENTS (Continued)

For the financial year ended 31 December 2023

3. Significant accounting judgments and estimates

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

3.1 *Judgments made in applying accounting policies*

In the process of applying the Group's accounting policies, management has made the following judgments, apart from those involving estimations, which have the most significant effect on the amounts recognised in the consolidated financial statements:

(a) ***Impairment of non-financial assets pertaining to mining operation***

The Group's non-financial assets pertaining to mining operation include mine properties, property, plant and equipment, intangible assets and right-of-use assets. The carrying amount of these assets is dependent on the successful development and commercial exploitation of the Group's mines. These assets are assessed for impairment if sufficient data exists to determine the technical feasibility and commercial viability or facts and circumstances suggest that the carrying amount exceeds the recoverable amount.

(b) ***Going concern***

The ability of the Group to continue as a going concern depends on its ability to generate cash flow through the activities as disclosed in Note 2.1. Management has assessed and made a judgement that the Group will be able to generate sufficient cash flows to meet their working capital needs for the next twelve months from the date of this report.

3.2 *Key sources of estimation uncertainty*

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

(a) ***Impairment of non-financial assets pertaining to mining operation***

In determining whether the Group's non-financial assets pertaining to mining operation is impaired requires an estimation of value in use. The value in use calculation requires the management to estimate future cash flows and a suitable discount rate in order to calculate the present value of cash flows.

The key assumptions used in value in use calculation are as follows:

(i) Gold prices of USD 2,106/oz – USD 2,445/oz (2022: USD 1,820/oz – USD 2,114/oz)

(ii) Average operating expenses of USD 313/oz – USD 391/oz (2022: USD 395/oz)

(iii) Discount rate of 18% (2022: 18%)

NOTES TO THE FINANCIAL STATEMENTS (Continued)

For the financial year ended 31 December 2023

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

3.2 *Key sources of estimation uncertainty (cont'd)*

(b) ***Impairment of investment in subsidiaries***

The Company's subsidiary, Wilton Resources Holding Pte. Ltd. ("WRH"), is the penultimate holding company of PT. Wilton Makmur Indonesia Tbk ("PT WMI"), a company listed on the IDX, which in turn is the holding company of PT. Wilton Wahana Indonesia ("PT WWI") and PT. Liektucha Ciemas ("PT LTC") which hold the mining licences. The carrying amount of the investment in subsidiaries and amount due from subsidiaries as at 31 December 2023 is Rp 1,331,363 million (2022: Rp 1,287,034 million).

Investment in subsidiaries is tested for impairment whenever there is objective evidence or indication that these assets may be impaired. Judgment is required to determine if any such indication exists, based on the evaluation of both internal and external sources of information. If any such indication exists, management assesses the recoverable amount of the investment in subsidiaries based on the value in use of the mining operations at the end of the reporting period.

The Company bases its impairment calculation on detailed budgets and forecast calculations which are prepared for the Group's mining operations. These budgets and forecast calculations cover the life of the mine.

If the value in use of the subsidiary is less than its carrying amount, an impairment loss is recognised in profit or loss to reduce the carrying amount of the investment in subsidiary to its recoverable amount. Management has assessed that the value in use of the investment exceeds its carrying amount and accordingly no impairment loss is recognised in the current financial year and previous financial year.

4. Revenue

	Group	
	2023	**2022**
	Rp million	Rp million
Sales of gold dore	3,990	5,396
Timing of revenue recognition		
At point in time	3,990	5,396

5. Other income

	Group	
	2023	**2022**
	Rp million	Rp million
Gain on modification of project financing liability	159,021	–
Foreign exchange gain	1,821	–
Government grants	–	21
Gain on early termination of lease	–	3
Gain from extension of shares sale and repurchase (Note 27)	2,320	–
	163,162	24

NOTES TO THE FINANCIAL STATEMENTS (Continued)

For the financial year ended 31 December 2023

6. Other operating expenses

	Group	
	2023	2022
	Rp million	Rp million
Depreciation of right-of-use assets – prepaid leases	4,985	4,985
Site expenses	26,028	7,020
	31,013	12,005

7. Finance costs

	Group	
	2023	2022
	Rp million	Rp million
Interest expense on:		
- Project financing liability	135,269	68,189
- Loans carried at amortised cost	1,016	7,123
- Lease liabilities	111	157
Bank charges	138	109
Others	–	260
	136,534	75,838

8. Loss before tax

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

	Group	
	2023	2022
	Rp million	Rp million
Auditor's remuneration		
- Ernst & Young LLP, Singapore	1,716	1,633
- Ernst & Young PLT, Malaysia and Purwantono, Sungkoro & Surja, Indonesia[1]	1,430	1,186
Non-audit fee paid to:		
- Ernst & Young LLP, Singapore	281	660
Depreciation of property, plant and equipment (Note 13)	2,789	3,139
Depreciation of right-of-use assets (Note 15)	6,502	6,488
Amortisation of intangible assets (Note 14)	34	155
Employee benefits expense (Note 9)	21,523	22,160
Foreign exchange (gain)/loss	(773)	28,900

[1] A member firm of Ernst & Young Global

NOTES TO THE FINANCIAL STATEMENTS (Continued)

For the financial year ended 31 December 2023

9. Employee benefits

	Group	
	2023	2022
	Rp million	Rp million
Employee benefits expense (including directors):		
- Salaries and bonuses	17,284	17,431
- Short term employee benefits	2,621	3,670
- Post employment benefits	829	289
- Contributions to defined contribution plans	789	770
	21,523	22,160

Employee defined benefit plan

The Group has recorded provisions for employee service entitlements to meet the minimum benefits required to be paid to the qualified employees under the Indonesian Labour Law. The amounts of such provisions were determined based on actuarial computations prepared by an independent actuary using the “Projected Unit Credit” method. As at 31 December 2023 and 31 December 2022, the balance of the related actuarial liability for employee benefits is presented as “Employee benefits liability” in the consolidated statement of financial position.

The following tables summarises the components of net benefit expense recognised in profit or loss and other comprehensive income and statement of financial position:

	Group	
	2023	2022
	Rp million	Rp million
At 1 January	3,027	3,067
Recognised in profit of loss		
Current service costs	352	355
Interest cost	130	110
Impact of changes in attribution method	–	(176)
	482	289
Recognised in other comprehensive income		
Actuarial gain recognised during the year	(118)	(329)
At 31 December	3,391	3,027

The key assumptions used in the actuarial calculations for 31 December 2023 and 31 December 2022 are as follows:

(a) Annual discount rate: 6.34 % - 7.10 % (2022: 4.96% - 7.43% %)

(b) Annual salary increase: 7 % (2022: 7%)

(c) Retirement age: 55 years old (2022: 55 years old)

(d) Mortality rate reference: Indonesian Mortality Table TMI 4
(2022: Indonesian Mortality Table TMI 4)

NOTES TO THE FINANCIAL STATEMENTS (Continued)

For the financial year ended 31 December 2023

9. Employee benefits (cont'd)

Employee defined benefit plan (cont'd)

Sensitivity analysis to the principal assumptions used in determining employee benefits liability is as follows:

	Quantitative sensitivity analysis			
	31 December 2023		31 December 2022	
	Increase/ (decrease)	(Decrease)/ increase in employee benefit liability	Increase/ (decrease)	(Decrease)/ increase in employee benefit liability
	Rp million	Rp million	Rp million	Rp million
Annual discount rate	1%/(1%)	(77)/89	1%/(1%)	(62)/71
Future annual salary increase	1%/(1%)	93/(82)	1%/(1%)	75/(66)

The sensitivity analysis above has been determined based on a method that extrapolates the impact on defined benefit liability as a result of reasonable changes in key assumptions occurring at the end of the reporting period.

The Group is not expected to contribute (2022: Nil) to the defined benefit plan in the financial year ended 31 December 2023.

The average duration of the defined benefit plan at the end of the reporting period is 7.25 years (2022: 7.32 years).

10. Income tax expense

	Group	
	2023	2022
	Rp million	Rp million
Current income tax		
Current income tax charge representing income tax expense recognised in profit or loss	37	–
Deferred tax		
Origination and reversal of temporary differences arising from differences in depreciation for tax purposes	4,696	–
	4,733	–

NOTES TO THE FINANCIAL STATEMENTS (Continued)

For the financial year ended 31 December 2023

10. Income tax expense (cont'd)

(a) ***Relationship between tax expense and accounting (loss)/profit***

The reconciliation between tax expense and the product of accounting (loss)/profit multiplied by the applicable corporate tax rate for the years ended 31 December 2023 and 31 December 2022 are as follows:

	Group	
	2023	**2022**
	Rp million	Rp million
Loss before tax	(48,499)	(154,941)
Tax at the domestic rates applicable to profits in the countries where the Group operates	(10,870)	(28,083)
Adjustments:		
Non-deductible expenses	25,009	19,998
Income not subject to taxation	(27,917)	(1,380)
Deferred tax assets not recognised	18,208	9,465
Others	303	–
Income tax expense recognised in profit or loss	4,733	–

The above reconciliation is prepared by aggregating separate reconciliations for each national jurisdiction. The domestic tax rate in Singapore, Indonesia and Malaysia is 17%, 22% and 24% respectively (2022: Singapore, Indonesia and Malaysia is 17%, 22% and 24% respectively).

(b) ***Unrecognised tax losses and deductible temporary differences***

At the end of the financial year, the Group has temporary differences amounting to Rp 9.6 billion (2022: Rp 8.6 billion), unused tax losses amounting to Rp 314 billion (2022: Rp 290.2 billion) and unabsorbed capital allowances amounting to Rp 50 million (2022: 50 million) that are available for offset against future taxable profits. Out of the total unused tax losses, Rp 174 billion (2022: Rp 161.1 billion) unused tax losses are available for offset against future taxable profits for up to five years from the date the losses were incurred as the tax losses in Indonesia generally expire after five years. Deferred tax benefits of these tax losses are not recognised as the recoverability is considered not probable.

11. Loss per share

Basic loss per share is calculated by dividing the loss for the year attributable to owners of the Company by the weighted average number of ordinary shares outstanding during the financial year.

Diluted loss per share is calculated by dividing the loss for the year attributable to owners of the Company by the weighted average number of ordinary shares outstanding during the financial year plus the weighted average number of ordinary shares that would be issued on the conversion of all the dilutive potential ordinary shares into ordinary shares.

NOTES TO THE FINANCIAL STATEMENTS (Continued)

For the financial year ended 31 December 2023

11. Loss per share (cont'd)

The following tables reflect the loss for the year and share data used in the computation of basic and diluted earnings per share:

	Group	
	2023	**2022**
	Rp million	Rp million
Loss attributable to owners of the Company	37,308	150,348
Number of shares		
Weighted average number of ordinary shares for basic loss per share computation	2,623,983,076	2,611,198,951
Basic and diluted loss per share (Rp)	14.22	57.58

During FY2022, the Company issued 44,853,769 shares pursuant to exercise of convertible notes at conversion prices ranging from S$0.016 to S$0.021 per share. The diluted loss per share was the same as the basic loss per share as there were no outstanding convertible securities for the financial year ended 31 December 2023 and 31 December 2022.

12. Mine properties

	Group	
	2023	**2022**
	Rp million	Rp million
Mines under construction		
At 1 January	280,128	280,128
Transfer to producing mines	(280,128)	–
At 31 December	–	280,128
Producing mines		
At 1 January	–	–
Transfer from mines under construction	280,128	–
Stripping cost	1,572	–
Depletion	(1,485)	–
At 31 December	280,215	–
	280,215	280,128

Impairment of non-financial assets pertaining to mining operation

During the current financial year, the recoverable amount of the Group's non-financial assets pertaining to mining operation, comprising mine properties, property, plant and equipment, intangible assets and right-of-use assets have been determined based on their value in use. The key assumptions used in value in use calculation are disclosed in Note 3.2(a).

Management has assessed that the recoverable amount exceeds the carrying amount and no impairment was recorded.

NOTES TO THE FINANCIAL STATEMENTS (Continued)

For the financial year ended 31 December 2023

13. Property, plant and equipment

	Motor vehicles	Electrical and office equipment	Furniture and fittings	Renovations	Electrical installations	Heavy equipment	Civil and supportinginfra-structure	Production Facilities	Construction in progress	Total
	Rp million	Rp million	Rp million	Rp million	Rp million	Rp million	Rp million	Rp million	Rp million	Rp million
Group										
Cost										
At 1 January 2022	8,022	3,310	1,502	7,741	82	2,365	339	–	237,635	260,996
Reclassification	–	428	–	–	–	–	80,624	–	(81,052)	–
Additions	–	2,769	–	51	573	–	–	–	31,089	34,482
Disposals	–	(17)	(1,207)	–	–	–	–	–	–	(1,224)
At 31 December 2022 and 1 January 2023	8,022	6,490	295	7,792	655	2,365	80,963	–	187,672	294,254
Reclassification	–	–	–	–	–	–	–	187,672	(187,672)	–
Additions	–	1,430	–	41	114	–	263	38,832	–	40,680
At 31 December 2023	8,022	7,920	295	7,833	769	2,365	81,226	226,504	–	334,934
Accumulated depreciation										
At 1 January 2022	6,224	2,414	1,502	5,521	63	693	11	–	–	16,428
Charge for the year	739	735	–	1,455	28	148	34	–	–	3,139
Disposals	–	(17)	(1,207)	–	–	–	–	–	–	(1,224)
At 31 December 2022 and 1 January 2023	6,963	3,132	295	6,976	91	841	45	–	–	18,343
Charge for the year	467	323	–	780	562	148	217	292	–	2,789
At 31 December 2023	7,430	3,455	295	7,756	653	989	262	292	–	21,132
Net carrying amount										
At 31 December 2022	1,059	3,358	–	816	564	1,524	80,918	–	187,672	275,911
At 31 December 2023	592	4,465	–	77	116	1,376	80,964	226,212	–	313,802

NOTES TO THE FINANCIAL STATEMENTS (Continued)

For the financial year ended 31 December 2023

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

	Electrical and office equipment Rp million	Furniture and fittings Rp million	Total Rp million
Company			
Cost			
At 1 January 2022	92	1,331	1,423
Additions	39	–	39
Disposals	(17)	(1,207)	(1,224)
At 31 December 2022, 1 January 2023 and 31 December 2023	114	124	238
Accumulated depreciation			
At 1 January 2022	92	1,331	1,423
Charge for the year	13	–	13
Disposals	(17)	(1,207)	(1,224)
At 31 December 2022 and 1 January 2023	88	124	212
Charge for the year	13	–	13
At 31 December 2023	101	124	225
Net carrying amount			
At 31 December 2022	26	–	26
At 31 December 2023	13	–	13

NOTES TO THE FINANCIAL STATEMENTS (Continued)

For the financial year ended 31 December 2023

14. Intangible assets

	Software Rp million
Group	
Cost	
At 1 January 2022, 31 December 2022, 1 January 2023 and 31 December 2023	1,443
Accumulated amortisation	
At 1 January 2022	1,237
Charge for the year	155
At 31 December 2022 and 1 January 2023	1,392
Charge for the year	34
At 31 December 2023	1,426
Net carrying amount	
At 31 December 2022	51
At 31 December 2023	17

The intangible assets have an average remaining amortisation period of 6 months (2022: 1 year). The amortisation of software is included in the "General and administrative expenses" line item in profit or loss.

15. Right-of-use assets

	Office leases Rp million	Prepaid leases Rp million	Vehicle Rp million	Total Rp million
Group				
At 1 January 2022	1,281	43,327	978	45,586
Depreciation expense	(845)	(4,985)	(658)	(6,488)
Disposals	(31)	–	(168)	(199)
At 31 December 2022 and 1 January 2023	405	38,342	152	38,899
Depreciation expense	(924)	(4,985)	(593)	(6,502)
Additions	2,971	–	589	3,560
At 31 December 2023	2,452	33,357	148	35,957

NOTES TO THE FINANCIAL STATEMENTS (Continued)

For the financial year ended 31 December 2023

15. Right-of-use assets (cont'd)

	Office leases
	Rp million
Company	
At 1 January 2022	470
Disposals	(31)
Depreciation expense	(439)
At 31 December 2022 and 1 January 2023	–
Additions	1,036
Depreciation expense	(518)
At 31 December 2023	518

16. Investment in subsidiaries

	Company	
	2023	**2022**
	Rp million	Rp million
Shares, at cost	2,232,811	2,232,811
Amounts due from subsidiaries	633,049	633,049
Impairment losses	(1,648,000)	(1,648,000)
	1,217,860	1,217,860

During FY2019, the Company entered into an arrangement with its subsidiaries whereby the repayment of amounts due from subsidiaries amounting to Rp 633,049 million is at the sole discretion of the subsidiaries. Accordingly, these amounts are classified as a part of the Company's net investment in subsidiaries. These amounts are denominated in Singapore Dollar ("SGD") and United States Dollar ("USD").

Movements in allowance for impairment are as follows:

	Company	
	2023	**2022**
	Rp million	Rp million
At 1 January and 31 December	1,648,000	1,648,000

During the current financial year, management performed an impairment test for the investment in Wilton Resources Holdings Pte. Ltd. ("WRH"), a wholly-owned subsidiary of the Company. No impairment loss was recognised for the current financial year and the previous financial year.

NOTES TO THE FINANCIAL STATEMENTS (Continued)

For the financial year ended 31 December 2023

16. Investment in subsidiaries (cont'd)

The Group has the following investment in subsidiaries:

Name (Country of incorporation and place of business)	Principal activities	Proportion (%) of ownership interest 2023 %	Proportion (%) of ownership interest 2022 %
Held by the Company			
Wilton Resources Holdings Pte. Ltd.# (Singapore) ("WRH")	Investment holding	100	100
Subsidiaries held by Wilton Resources Holdings Pte. Ltd.			
Wilton Assets Management Ltd## (Malaysia) ("WAM")	Investment holding	100	100
PT. Wilton Makmur Indonesia Tbk (formerly known as PT. Renuka Coalindo Tbk)### (Indonesia) ("PT WMI")	Investment holding	69.69	83.00
Subsidiary held by PT. Wilton Makmur Indonesia Tbk			
PT. Wilton Investment### (Indonesia) ("PT WI")	Gold mining	69.99	83.17[(1)]
Subsidiary held by PT. Wilton Investment			
PT. Wilton Wahana Indonesia### (Indonesia) ("PT WWI")	Mining, general trading, transportation, industry, construction, real estate, logging, farming, plantation, forestry, electrical, mechanical, computer, workshop, printing and services	69.99	83.17[(2)]
Subsidiary held by PT. Wilton Wahana Indonesia			
PT. Liektucha Ciemas### (Indonesia) ("PT LTC")	Mining, general trading, transportation, industry, construction, real estate, logging, farming, plantation, forestry, electrical, mechanical, computer, workshop, printing and services	69.99	83.17[(3)]

NOTES TO THE FINANCIAL STATEMENTS (Continued)

For the financial year ended 31 December 2023

16. Investment in subsidiaries (cont'd)

(1) 1% shareholding of PT WI is held by Wijaya Lawrence ("WL"), in compliance with Indonesian law which requires a minimum of 2 shareholders in a limited liability company. WL has executed a power of attorney in favour of WRH for the assignment to WRH of dividends and voting rights in respect of his 1% shareholding interests in PT WI.

(2) 1% shareholding of PT WWI is held by WL, in compliance with Indonesian law which requires a minimum of 2 shareholders in a limited liability company. WL has executed a power of attorney in favour of PT WI for the assignment to PT WI of dividends and voting rights in respect of his 1% shareholding interests in PT WWI.

(3) 1% shareholding of PT LTC is held by WL, in compliance with Indonesian law which requires a minimum of 2 shareholders in a limited liability company. WL has executed a power of attorney in favour of PT WWI for the assignment to PT WWI of dividends and voting rights in respect of his 1% shareholding interests in PT LTC.

Audited by Ernst & Young LLP, Singapore

Audited by Ernst & Young PLT, Malaysia

Audited by Purwantono, Sungkoro & Surja, member firm of Ernst & Young Global in Indonesia

Disposal of ownership interest in subsidiary, without loss of control

During the current financial year and previous financial year, the Group disposed of equity interest in PT WMI. The transactions have been accounted for as an equity transaction with non-controlling interests, resulting in:

	Group	
	2023	2022
	Rp million	Rp million
Consideration from sales of ownership interest:		
Proceeds received	51,320	74,200
Non-cash consideration (settlement of liability arising from share sale and repurchase)	44,081	–
	95,401	74,200
Increase in equity attributable to non-controlling interest	36,191	17,028
Increase in equity attributable to parent	131,592	91,228
Represented by		
Increase in capital reserve	131,592	91,228

For the current and previous financial year, the Group has entered into a Shares Management Service Agreement to market and sell PT WMI shares to meet the Group's funding requirements.

17. Long term fixed deposits

Long term fixed deposits are pledged as collateral to the Ministry of Energy and Mineral Resources of the Republic of Indonesia on the estimated provision for reclamation and rehabilitation costs of Rp 420 million (2022: Rp 420 million). Long term fixed deposits bear interest ranging between 1.9% - 4.0% (2022: 2.5% - 2.75%) per annum.

NOTES TO THE FINANCIAL STATEMENTS (Continued)

For the financial year ended 31 December 2023

18. Trade and other receivables

	Group		Company	
	2023	2022	2023	2022
	Rp million	Rp million	Rp million	Rp million
Non-current				
Deposits	1,104	1,104	92	92
Current				
Trade receivables	1,054	–	–	–
Deposits	445	28	432	25
Other debtors	683	555	193	15
	2,182	583	625	40

Trade receivables are non-interest bearing and on 30 days' term.

Other debtors of the Group and the Company are non-trade related, unsecured and non-interest bearing.

19. Prepayments

	Group		Company	
	2023	2022	2023	2022
	Rp million	Rp million	Rp million	Rp million
Current	672	503	152	213
	672	503	152	213

20. Amounts due from subsidiaries

Amounts due from subsidiaries are non-trade in nature, unsecured, non-interest bearing, repayable on demand, denominated in SGD and USD and are expected to be settled in cash.

NOTES TO THE FINANCIAL STATEMENTS (Continued)

For the financial year ended 31 December 2023

21. Inventories

	Group	
	2023	2022
	Rp million	Rp million
Statement of financial position		
Gold dore	1,028	1,387
Ore in stock piles	779	–
Work-in-progress	7,814	–
Supplies	1,108	5,471
	10,729	6,858
Statement of comprehensive income		
Inventories recognised as an expense in cost of sales	3,559	4,006

22. Cash and cash equivalents

	Group		Company	
	2023	2022	2023	2022
	Rp million	Rp million	Rp million	Rp million
Cash at banks and on hand	4,420	18,248	1,621	3,365

Cash at banks earns interest at floating rates based on daily bank deposit rates.

Cash and cash equivalents denominated in foreign currencies at 31 December 2023 and 2022 are as follows:

	Group		Company	
	2023	2022	2023	2022
	Rp million	Rp million	Rp million	Rp million
Singapore Dollar	2,838	16,152	1,605	3,262
United States Dollar	136	242	15	103
Australian Dollar	14	4	–	–
Chinese Yuan	18	11	–	–
Malaysian Ringgit	10	36	–	–

23. Restricted time deposits

Restricted time deposits bear interest ranging between 1.9% - 4.0% (2022: 1.9% - 2.5%) per annum. The restricted time deposits of Rp 25,000 million placed with PT Bank Central Asia Tbk are pledged as collateral to the bank overdrafts (Note 27).

NOTES TO THE FINANCIAL STATEMENTS (Continued)

For the financial year ended 31 December 2023

24. Trade payables

	Group	
	2023	2022
	Rp million	Rp million
Third party payables	2,679	1,581

Trade payables are non-interest bearing, normally settled on 30 to 90 days' terms (2022: 30 to 90 days) and are denominated in IDR. They are recognised at their original invoice amounts which represents their fair values on initial recognition.

25. Other payables and accruals

	Group		Company	
	2023	2022	2023	2022
	Rp million	Rp million	Rp million	Rp million
Non-current				
Accruals	23,706	23,706	–	–
Current				
Other payables	73,169	46,277	3,285	1,353
Accruals	53,102	38,344	32,723	23,707
	126,271	84,621	36,008	25,060

Other payables are non-interest bearing, unsecured and are to be settled in cash.

Other payables and accruals denominated in foreign currencies at 31 December 2023 and 2022 are as follows:

	Group		Company	
	2023	2022	2023	2022
	Rp million	Rp million	Rp million	Rp million
Singapore Dollar	36,262	25,366	35,890	25,060
Malaysia Ringgit	118	–	118	–
United States Dollar	27,907	28,985	–	–

26. Amounts due to a related party

Amounts due to subsidiaries

Amounts due to a related party relate to an advance from a director of the Company and is unsecured, non-interest bearing, repayable on demand, denominated in USD and expected to be settled in cash.

Amounts due to subsidiaries are non-trade in nature, unsecured, non-interest bearing, repayable on demand, denominated in SGD and USD and are expected to be settled in cash.

NOTES TO THE FINANCIAL STATEMENTS (Continued)

For the financial year ended 31 December 2023

27. Loans and borrowings

		Group		Company	
	Maturity	2023	2022	2023	2022
		Rp million	Rp million	Rp million	Rp million
Current					
Bank overdrafts, secured	On demand	21,904	21,666	–	–
Short term borrowing, secured	Matured	–	41,000	–	–
		21,904	62,666	–	–
Non-current					
Project financing liability	February 2025	291,094	319,097	291,094	319,097
Total loans and borrowings		312,998	381,763	291,094	319,097

Bank overdrafts, secured

Bank overdrafts are denominated in IDR, bear interest at 1.0% above the restricted time deposits used as collateral and are secured by restricted time deposits of Rp 25,000 million (2022: Rp 25,000 million) (Note 23).

Short term borrowing, secured

During FY2021, the Group entered into a sale of shares and repurchase agreement, with a third party ("Counterparty") whereby a short-term loan of Rp 41 billion was drawn and secured against an aggregate of 922,556,643 shares of PT Wilton Makmur Indonesia Tbk ("PT WMI") (a subsidiary of the Company) ("Repurchase Shares") to be repurchased at a later date. The short-term borrowings are denominated in IDR and bear interest of 18% per annum.

Extension

On the date of repurchase, the Counterparty was unable to deliver the Repurchase Shares to the Group. In FY2023, a supplemental deed to the sale of shares and repurchase agreement was entered into to provide a one year extension to the Counterparty on the date of the repurchase of the Repurchase Shares ("Extended Repurchase Date"). Based on the supplemental deed, the Counterparty would have to compensate the Group based on the total repurchase value amounting to Rp 44,081 million (comprising the loan amount and the interest) at 5% per annum.

Write off

On the Extended Repurchase Date, the Counterparty was unable to deliver the Repurchase Shares to the Group. As such, the total principal and interest amount outstanding of Rp 41 billion due to the Counterparty by the Group was settled against the Repurchase Shares.

Project Financing Liability

On 26 October 2017, the Group secured a project financing arrangement of US$13.5 million with Karl Hoffmann Mineral Pte. Ltd. ("KHM") to build a 500 tonnes per day flotation and carbon-in-leach mineral processing facility ("the Facility") at the Group's Ciemas Gold Project located in West Java, Indonesia ("the Project Financing Liability"). The Project Financing Liability was recorded at amortised cost.

NOTES TO THE FINANCIAL STATEMENTS (Continued)

For the financial year ended 31 December 2023

27. Loans and borrowings (cont'd)

Project Financing Liability (cont'd)

Repayment

The repayment amount for the project financing over the tenure of the arrangement is variable as it was dependent on the future profitability of the Group's mining facility ("Facility"). The repayments were repayable on a semi-annual basis until maturity and were denominated in USD. The repayment of the Project Financing Liability would commence, for a period of 10 years once the Facility had operated at the designed capacity and processed no less than 500 tonnes per day of gold ore for a continuous period of no less than 7 days.

The fixed repayment of the project financing was US$1.6 million per annum. The variable repayment of the project financing was dependent on the profitability of the Facility. If there were subsequent changes to the forecasted future payments, the carrying amount of the Project Financing Liability would be adjusted to reflect the present value of the revised estimated future payments at the Project Financing Liability's original effective interest rate. Any consequent adjustment would be recognised as finance expense or finance income in profit or loss.

In FY2023, interest expenses amounting to Rp 135,269 million (2022: Rp 68,189 million) was recognised as finance costs in relation to the Project Financing Liability.

Modification

During the year, a substantial loan modification occurred whereby the Project Financing Liability repayable was agreed to be US$21.15 million for which US$150,000 was repaid during the year with the remaining US$21 million repayable by 10 February 2025. As a result of the modification, a corresponding gain from the modification of Rp 159,021 million (Note 5) was recognised within "Other income" in the consolidated statement of comprehensive income.

A reconciliation of liabilities arising from financing activities is as follows:

			Non-cash changes			
	31 December 2022	Proceeds/ (repayments)	Modification/ settlement	Accretion of interests	Foreign exchange movement	31 December 2023
	Rp million	Rp million	Rp million	Rp million	Rp million	Rp million
Bank overdraft, secured	21,666	238	–	–	–	21,904
Short term borrowing, secured	41,000	–	(41,000)	–	–	–
Project Financing Liability	319,097	(2,356)	(159,021)	135,269	(1,895)	291,094
Proceeds from a related party	–	2,489	–	–	(177)	2,312
	381,763	371	(200,021)	135,269	(2,072)	315,310

NOTES TO THE FINANCIAL STATEMENTS (Continued)

For the financial year ended 31 December 2023

27. Loans and borrowings (cont'd)

A reconciliation of liabilities arising from financing activities is as follows: (cont'd)

	31 December 2021	Repayments	Non-cash changes			31 December 2022
			Reclassification*	Accretion of interests	Foreign exchange movement	
	Rp million	Rp million	Rp million	Rp million	Rp million	Rp million
Bank overdraft, secured	21,820	(154)	–	–	–	21,666
Short term borrowing, secured	41,000	–	(5,075)	5,075	–	41,000
Project Financing Liability	224,667	–	–	68,189	26,241	319,097
	287,487	(154)	(5,075)	73,264	26,241	381,763

* Interest payable on short term borrowings of Rp 5,075 million is classified under Other payables and accruals.

28. Lease liabilities

	Group		Company	
	2023	2022	2023	2022
	Rp million	Rp million	Rp million	Rp million
At 1 January	465	3,492	–	472
Additions	3,560	–	507	–
Accretion of interests	111	157	36	8
Payments	(528)	(2,990)	–	(454)
Disposals	–	(199)	–	(31)
Exchange differences	(9)	5	(8)	5
At 31 December	3,599	465	535	–
Current	1,986	465	535	–
Non-current	1,613	–	–	–
	3,599	465	535	–

The following amounts were recognised in profit or loss:

	Group	
	2023	2022
	Rp million	Rp million
Depreciation expense of right-of-use assets	6,502	6,488
Interest expense on lease liabilities	111	157
Expense relating to short-term leases	258	170
	6,871	6,815

NOTES TO THE FINANCIAL STATEMENTS (Continued)

For the financial year ended 31 December 2023

28. Lease liabilities (cont'd)

A reconciliation of liabilities arising from financing activities is as follows:

	2022	Repayments	Non-cash changes: Additions	Disposals	Accretion of interests	Foreign exchange movement	2023
	Rp million	Rp million	Rp million	Rp million	Rp million	Rp million	Rp million
Lease liabilities	465	(528)	3,560	–	111	(9)	3,599

	2021	Repayments	Non-cash changes: Additions	Disposals	Accretion of interests	Foreign exchange movement	2022
	Rp million	Rp million	Rp million	Rp million	Rp million	Rp million	Rp million
Lease liabilities	3,492	(2,990)	–	(199)	157	5	465

29. Share capital

	Group		Company	
	No. of shares	Rp million	No. of shares	Rp million
Issued and fully paid				
At 1 January 2022	2,579,129,307	1,191,577	2,579,129,307	3,147,700
Issuance of new shares pursuant to exercise of convertible notes	44,853,769	8,319	44,853,769	8,319
At 31 December 2022, 1 January 2023 and 31 December 2023	2,623,983,076	1,199,896	2,623,983,076	3,156,019

In FY2022, the Company issued an aggregate of 44,853,769 new shares in the capital of the Company in relation to the conversion of the remaining balance of the mandatory convertible notes, at an issue price ranging from S$0.016 to S$0.021 each. As at 31 December 2023 and 31 December 2022, there was no outstanding mandatory convertible notes.

The holders of ordinary shares are entitled to receive dividends as and when declared by the Company. All ordinary shares carry one vote per share without restriction. The ordinary shares have no par value. The share capital of the Group and the Company differ due to the acquisition of Wilton Resources Holdings Pte Ltd and its subsidiaries by the Company which had been completed and accounted for as a reverse acquisition in the financial year ended 2013.

NOTES TO THE FINANCIAL STATEMENTS (Continued)

For the financial year ended 31 December 2023

30. Merger reserve

Merger reserve represents the difference between the consideration paid and the equity acquired under common control.

31. Capital reserve

Capital reserve of Rp 149,276 million represents the share-based payment and changes in ownership of subsidiaries arising from the Group's Restructuring exercise that are accounted for as equity transactions.

Capital reserve of Rp 11,565 million represents the additional capital injected by the Executive Chairman to indemnify the WRH Group against any liabilities, till such date the Reverse Acquisition by WRH Group has been completed. The reverse acquisition transaction was previously completed on 12 December 2013.

Remaining capital reserve represents the changes in ownership of subsidiaries without change in control that are accounted for as equity transactions.

32. Significant related party transactions

(a) ***Sale and purchase of goods and services***

In addition to the related party information disclosed elsewhere in the financial statements, the following significant transactions between the Group and related parties took place at terms agreed between the parties during the financial year.

	Group	
	2023	**2022**
	Rp million	Rp million
Rental expense for the rental of office premises with a director of the Company	500	500

(b) ***Compensation of key management personnel***

	Group	
	2023	**2022**
	Rp million	Rp million
Salaries and bonuses	10,434	11,261
Short term employee benefits	810	1,244
Central Provident Fund contributions	129	385
Directors' fees	1,626	1,552
	12,999	14,442
Comprise amounts paid to:		
Directors of the Company	7,069	6,882
Other key management personnel	5,930	7,560
	12,999	14,442

NOTES TO THE FINANCIAL STATEMENTS (Continued)

For the financial year ended 31 December 2023

32. Significant related party transactions (cont'd)

(c) ***Transactions with key management personnel***

The Company's subsidiary, PT WWI entered into rental agreement with Mr Wijaya Lawrence for the office building occupied by the PT WWI and its subsidiaries which is valid until 31 December 2023 and can be extended upon agreement by both parties (Note 33(a)).

33. Commitments and contingencies

Commitments

As at 31 December 2023, the Group had commitments of Rp 11,359 million (2022: Rp 11,316 million) relating to the agreed performance targets of the mining processing facility post completion of the construction.

The Group had commitments of Rp Nil (2022: 1,091 million) relating to office lease contracted but not yet commenced.

34. Fair values of financial instruments

Fair value of financial instruments by classes that are not carried at fair value and whose carrying amounts are reasonable approximation of fair value

Long term fixed deposits (Note 17), trade and other receivables (Note 18), investment securities, amounts due from subsidiaries (Note 20), cash and cash equivalents (Note 22), restricted time deposit (Note 23), trade payables (Note 24), other payables and accruals (Note 25), amounts due to a related party (Note 26), amounts due to subsidiaries (Note 26) and loans and borrowings (Note 27).

Management has determined that the carrying amounts of these financial assets and liabilities are reasonable approximation of fair values due to their short-term nature or because they are re-priced frequently.

NOTES TO THE FINANCIAL STATEMENTS (Continued)

For the financial year ended 31 December 2023

34. Fair values of financial instruments (cont'd)

Classification of financial instruments

	Group		Company	
	Financial instruments carried at amortised cost	**Financial instruments carried at fair value through profit or loss**	**Financial instruments carried at amortised cost**	**Financial instruments carried at fair value through profit or loss**
	Rp million	Rp million	Rp million	Rp million
2023				
Financial assets				
Long term fixed deposits	420	–	–	–
Other receivables (non-current)	1,104	–	92	–
Trade and other receivables	2,182	–	625	–
Investment securities	10	–	–	–
Amounts due from subsidiaries	–	–	113,503	–
Cash and cash equivalents	4,420	–	1,621	–
Restricted time deposit	25,000	–	–	–
	33,136	–	115,841	–
Financial liabilities				
Trade payables	2,679	–	–	–
Other payables and accruals (current)	126,271	–	36,008	–
Other payables and accruals (non-current)	23,706	–	–	–
Amounts due to a related party	2,312	–	2,312	–
Amounts due to subsidiaries	–	–	130,790	–
Loans and borrowings	312,998	–	291,094	–
Lease liabilities	3,599	–	535	–
	471,565	–	460,739	–

NOTES TO THE FINANCIAL STATEMENTS (Continued)

For the financial year ended 31 December 2023

34. Fair values of financial instruments (cont'd)

Classification of financial instruments (cont'd)

	Group		Company	
	Financial instruments carried at amortised cost	Financial instruments carried at fair value through profit or loss	Financial instruments carried at amortised cost	Financial instruments carried at fair value through profit or loss
	Rp million	Rp million	Rp million	Rp million
2022				
Financial assets				
Long term fixed deposits	420	–	–	–
Other receivables (non-current)	1,104	–	92	–
Trade and other receivables (current)	583	–	40	–
Investment securities	10	–	–	–
Amounts due from subsidiaries	–	–	69,174	–
Cash and cash equivalents	18,248	–	3,365	–
Restricted time deposit	25,000	–	–	–
	45,365	–	72,671	–
Financial liabilities				
Trade payables	1,581	–	–	–
Other payables and accruals (current)	84,621	–	25,060	–
Other payables and accruals (non-current)	23,706	–	–	–
Amounts due to subsidiaries	–	–	78,725	–
Loans and borrowings	381,763	–	319,097	–
	491,671	–	422,882	–

35. Financial risk management objectives and policies

The Group and Company are exposed to financial risks arising from their operations and the use of financial instruments. The key financial risks include liquidity risk and foreign currency risk. The board of directors reviews and agrees on policies and procedures for the management of these risks. The audit committee provides independent oversight to the effectiveness of the risk management process. The following sections provide details regarding the Group's and Company's exposure to the above-mentioned financial risks and the objectives, policies and processes for the management of these risks. There has been no significant change to the Group's and Company's exposure to these financial risks or the manner in which it manages and measures the risks.

NOTES TO THE FINANCIAL STATEMENTS (Continued)

For the financial year ended 31 December 2023

35. Financial risk management objectives and policies (cont'd)

(a) *Liquidity risk*

Liquidity risk is the risk that the Group and/or the Company will encounter difficulty in meeting financial obligations due to shortage of funds. The Group's and Company's exposure to liquidity risk arises primarily from mismatches of the maturities of financial assets and liabilities. In the management of liquidity risk, the Group and Company monitor and maintain a level of cash and cash equivalents, deemed adequate by management to finance the Group's and Company's operations and mitigate the effects of fluctuations in cash flows. As and when the need arises, the Group also sources for additional financing from potential investors, which can be in the form of convertible notes or sales of shares and repurchase agreements.

Analysis of financial instruments by remaining contractual maturities

The table below summarises the maturity profile of the Group's and Company's financial assets and liabilities at the end of the reporting period based on contractual undiscounted payments.

Group	**1 year or less**	**1 to 5 years**	**Over 5 years**	**Total**
	Rp million	Rp million	Rp million	Rp million
2023				
Financial assets				
Long term fixed deposits	–	–	420	420
Trade and other receivables	2,182	–	–	2,182
Other receivables	–	1,104	–	1,104
Investment securities	10	–	–	10
Cash and cash equivalents	4,420	–	–	4,420
Restricted time deposits	25,000	–	–	25,000
Total undiscounted financial assets	31,612	1,104	420	33,136
Financial liabilities				
Trade payables	2,679	–	–	2,679
Other payables and accruals	126,271	23,706	–	149,977
Amounts due to a related party	2,312	–	–	2,312
Loans and borrowings	21,904	291,094	–	312,998
Lease liabilities	1,986	1,613	–	3,599
Total undiscounted financial liabilities	155,152	316,413	–	471,565
Total net undiscounted financial liabilities	(123,540)	(315,309)	420	(438,429)

NOTES TO THE FINANCIAL STATEMENTS (Continued)

For the financial year ended 31 December 2023

35. Financial risk management objectives and policies (cont'd)

(a) *Liquidity risk (cont'd)*

Analysis of financial instruments by remaining contractual maturities (cont'd)

Group	1 year or less Rp million	1 to 5 years Rp million	Over 5 years Rp million	Total Rp million
2022				
Financial assets				
Long term fixed deposits	–	–	420	420
Trade and other receivables	583	–	–	583
Other receivables	–	1,104	–	1,104
Investment securities	10	–	–	10
Cash and cash equivalents	18,248	–	–	18,248
Restricted time deposits	25,000	–	–	25,000
Total undiscounted financial assets	43,841	1,104	420	45,365
Financial liabilities				
Trade payables	1,581	–	–	1,581
Other payables and accruals	84,621	23,706	–	108,327
Loans and borrowings	62,722	1,060,340	1,702,561	2,825,623
Lease liabilities	500	–	–	500
Total undiscounted financial liabilities	149,424	1,084,046	1,702,561	2,936,031
Total net undiscounted financial liabilities	(105,583)	(1,082,942)	(1,702,141)	(2,890,666)

NOTES TO THE FINANCIAL STATEMENTS (Continued)

For the financial year ended 31 December 2023

35. Financial risk management objectives and policies (cont'd)

(a) *Liquidity risk (cont'd)*

Analysis of financial instruments by remaining contractual maturities (cont'd)

Company	1 year or less Rp million	1 to 5 years Rp million	Over 5 years Rp million	Total Rp million
2023				
Financial assets				
Trade and other receivables	625	–	–	625
Other receivables	–	92	–	92
Amounts due from subsidiaries	113,503	–	–	113,503
Cash and cash equivalents	1,621	–	–	1,621
Total undiscounted financial assets	115,749	92	–	115,841
Financial liabilities				
Other payables and accruals	36,008	–	–	36,008
Amount due to subsidiaries	130,790	–	–	130,790
Amount due to a related party	2,312	–	–	2,312
Loans and borrowings	–	291,094	–	291,094
Lease liability	535	–	–	535
Total undiscounted financial liabilities	169,645	291,094	–	460,739
Total net undiscounted financial liabilities	(53,896)	(291,002)	–	(344,898)
2022				
Financial assets				
Trade and other receivables	40	–	–	40
Other receivables	–	92	–	92
Amounts due from subsidiaries	69,174	–	–	69,174
Cash and cash equivalents	3,365	–	–	3,365
Total undiscounted financial assets	72,579	92	–	72,671
Financial liabilities				
Other payables and accruals	25,060	–	–	25,060
Amount due to subsidiaries	78,725	–	–	78,725
Loans and borrowings	–	1,060,340	1,702,561	2,762,901
Total undiscounted financial liabilities	103,785	1,060,340	1,702,561	2,866,686
Total net undiscounted financial liabilities	(31,206)	(1,060,248)	(1,702,561)	(2,794,015)

NOTES TO THE FINANCIAL STATEMENTS (Continued)

For the financial year ended 31 December 2023

35. Financial risk management objectives and policies (cont'd)

(b) *Foreign currency risk*

Foreign currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Group's cash, other debtors and deposits, other payables and accruals, loans and borrowings and mandatory convertible notes are denominated in foreign currencies. As at the end of the reporting period, such foreign currency balances are mainly in SGD and USD.

Sensitivity analysis for foreign currency risk

As at 31 December 2023, if SGD and USD had strengthened/weakened against IDR with all other variables held constant, the effects arising from the net financial position on the Group's loss before tax will be as follows:

		Group	
		Increase/ (decrease) loss before tax	**Increase/ (decrease) loss before tax**
		2023	**2022**
		Rp million	Rp million
SGD	- strengthened 5% (2022: 5%)	1,671	461
	- weakened 5% (2022: 5%)	(1,671)	(461)
USD	- strengthened 5% (2022: 5%)	15,943	17,392
	- weakened 5% (2022: 5%)	(15,943)	(17,392)

36. 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 shareholder value.

The Group manages its capital structure and makes adjustments to it, in light of changes in economic conditions and stage of development of the Group's mining activities. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. No changes were made in the objectives, policies or processes during the years ended 31 December 2023 and 31 December 2022.

NOTES TO THE FINANCIAL STATEMENTS (Continued)

For the financial year ended 31 December 2023

37. Segment information

The Group principally operates a gold mining business which management considers a single operating segment.

The breakdown of non-current assets by geographical information is as follows:

Geographical information

(a) ***Non-current assets***

	Group	
	2023	**2022**
	Rp million	Rp million
Singapore	623	118
Indonesia	630,892	596,395
	631,515	596,513

Non-current assets information provided above consists of mine properties, property, plant and equipment, intangible assets, right-of-use assets, other receivables and long term fixed deposits as presented in the consolidated balances sheets.

(b) ***Revenue***

	Group	
	2023	**2022**
	Rp million	Rp million
Singapore	–	–
Indonesia	3,990	5,396
	3,990	5,396

38. Events after the reporting period

<u>Entry into Sale and Re-Purchase Agreements</u>

The Group had, on 22 June 2024, entered into the first sale and re-purchase agreement ("First Sale & Re-Purchase Agreement") and the second sale and re-purchase agreement ("Second Sale & Re-Purchase Agreement", together with the First Sale & Re-Purchase Agreement, known as the "Sale & Re-Purchase Agreements"), whereby the Company and Wilton Resources Holding Pte. Ltd. ("WRH") had agreed to sell and the Purchaser had agreed to purchase, an aggregate of 600 million ordinary shares in PT Wilton Makmur Indonesia Tbk ("PT WMI") (the "Disposal").

In addition, pursuant to the Sale & Re-Purchase Agreements, the Company and WRH had further agreed to transfer an aggregate of 700 million ordinary shares in PT WMI (the "Aggregate Additional Shares", together with the Aggregate Sale Shares, known as "Aggregate PT WMI Shares") to the Purchaser, in exchange of the Purchaser granting the Company and WRH options to (individually or collectively) re-purchase up to the Aggregate PT WMI Shares (the "Re-purchase Options"), together with the Disposal, known as the "Transactions").

NOTES TO THE FINANCIAL STATEMENTS (Continued)

For the financial year ended 31 December 2023

38. Events after the reporting period (cont'd)

Entry into Sale and Re-Purchase Agreements (cont'd)

Under the first sale and re-purchase agreement, the Group would sell 300 million PT WMI shares ("First Sale Shares") to the Purchaser for a cash consideration of S$1 million.

In addition, the Group would transfer an additional 400 million PT WMI shares ("First Additional Shares", together with the First Sale Shares, known as "First Aggregate Shares"), in exchange of the Purchaser to grant the Company and WRH options to (individually or collectively) re-purchase up to the First Aggregate Shares:

a. 700 million shares from the Purchaser for S$1 million, within one month from 26 June 2024, and only after the Company and/or WRH provides the Purchaser with written confirmation from a qualified and certified third-party independent laboratory in Indonesia certifying that the Group has produced at least 7 kg of gold bullion with at least 90% purity ("1 Month Option"); and

b. 300 million shares from the Purchaser for S$1 million within six months from 26 June 2024, provided that the 1 Month Option has not been exercised.

The Company and WRH did not meet the requirement to exercise the option to re-purchase 700 million shares from the Purchaser for S$1 million.

Under the second sale and re-purchase agreement, the Group will sell 300 million PT WMI shares ("Second Sale Shares") to the Purchaser for a cash consideration of S$1 million. The Second Sale Shares is subject to the fulfilment of one of the following conditions:

a. The Company and/or WRH (i) providing the Purchaser with a written confirmation from a qualified and certified third-party independent laboratory in Indonesia certifying that the Group has produced at least 15kg of gold with at least 90% purity, and (ii) giving written notice to the Purchaser to require the sale and purchase of the Second Sale Shares ("Gold Standard Written Notice"), within two (2) months from the date of the Second Sale & Re-Purchase Agreement; or

b. The Purchase giving written notice to the Company and/or WRH to require the Second Sale Shares ("Purchaser's Written Notice"), within four (4) months of the date of the Second Sale & Re-Purchase Agreement.

In addition, the Group will transfer an additional 300 million PT WMI shares ("Second Additional Shares", together with the Second Sale Shares, known as "Second Aggregate Shares"), in exchange of the Purchaser to grant the Company and WRH options to (individually or collectively) re-purchase up to the Second Aggregate Shares:

a. 600 million shares from the Purchaser for S$1 million, within one month from the Completion Date. The Completion Date is defined as three (3) days from the date of the Gold Standard Written Notice or the Purchaser's Written Notice; and

b. 300 million shares from the Purchaser for S$1 million within six months from the Completion Date, provided that the 1 Month Option has not been exercised.

NOTES TO THE FINANCIAL STATEMENTS (Continued)

For the financial year ended 31 December 2023

38. Events after the reporting period (cont'd)

Working Capital Loan Agreement

On 1 April 2024, one of the Group's Indonesian subsidiaries, PT. Wilton Wahana Indonesia ("PT WWI") entered into a working capital loan agreement with a third party (the "Lender"). Based on the working capital loan agreement, the Lender agreed to provide a loan for PT WWI amounting to IDR 36.0 billion with a drawdown limit per month of up to IDR 1.5 billion, whereby each drawdown shall bear an interest rate of 10% per annum. The term period given for the drawdown of the principal amount is twenty-four (24) months from the date of the working capital loan agreement. The repayment of the loan shall be made 30 days from the date of the Lender's written notice to PT WWI.

Offtake Agreement

On 5 June 2024, PT WWI entered into an Offtake Agreement ("OA") with a third party ("the Purchaser"). On 18 June 2024, PT WWI entered into an Addendum to the Offtake Agreement ("AOA") with the Purchaser.

Under the OA, PT WWI can drawdown prepayments of up to US$ 30.0 million within one (1) year from the OA.

Subsequent to the drawdown, the Group has nine (9) months to fulfil the delivery of Aurum (Au), Gold Dore, with a purity of > 92.0% or equivalent. During the nine (9) months period, the Group will discount each delivery at 5%. If the delivery is not completed within 9 months, the purchase price of the outstanding deliveries shall be further discounted at an additional 1% per month. The extension shall be capped at a maximum of three (3) months, totaling twelve (12) months.

If the Offtake Delivery is not fulfilled after 12 months from the prepayment receipt, the Group shall repay the counterparty the prepayment (less any deliveries made) with an additional interest charge of 8% per annum.

The OA shall terminate automatically twenty-four (24) months from 5 June 2024 and PT WWI has the option to terminate the OA should there be no drawdown after twelve (12) months from 5 June 2024.

In respect of the AOA, PT WWI and the Purchaser have mutually agreed to remove the rights of first refusal over future offtake agreements.

39. Authorisation of financial statements for issue

The financial statements for the financial year ended 31 December 2023 were authorised for issue in accordance with a resolution of the directors on 20 September 2024.

STATISTICS OF SHAREHOLDINGS

As at 20 September 2024

Issued and fully paid-up capital	:	**S$395,880,293.62**
Number of shares	:	**2,623,983,076**
Class of shares	:	**Ordinary share**
Voting rights	:	**One vote per ordinary share**
Number of treasury shares and pecentage	:	**Nil**
Number of subsidiary holdings and percentage	:	**Nil**

SUBSTANTIAL SHAREHOLDERS

	Direct Interests		Deemed Interests	
	No. of Shares	**%**	**No. of Shares**	**%**
Wijaya Lawrence[1]	582,640,000	22.20	–	0.00
Ngiam Mia Je Patrick[2]	364,150,000	13.88	–	0.00
Lauw Hui Kun	189,358,000	7.22	–	0.00

Notes:

(1) Wijaya Lawrence has a direct interest in the 497,640,000 shares held under Citibank Nominees (Pte.) Limited, 10,000,000 shares held under UOB Kay Hian Pte Ltd, and 75,000,000 shares under his name.

(2) Ngiam Mia Je Patrick has a direct interest in the 182,075,000 shares held under DBS Nominees (Private) Limited.

DISTRIBUTION OF SHAREHOLDINGS

Size of Shareholdings	No. of Shareholders	%	No. of Shares	%
1 - 99	147	11.22	4,611	0.00
100 - 1,000	80	6.11	49,705	0.00
1,001 - 10,000	147	11.22	923,870	0.03
10,001 - 1,000,000	820	62.60	153,952,002	5.87
1,000,001 AND ABOVE	116	8.85	2,469,052,888	94.10
TOTAL	**1,310**	**100.00**	**2,623,983,076**	**100.00**

STATISTICS OF SHAREHOLDINGS (Continued)

As at 20 September 2024

TWENTY LARGEST SHAREHOLDERS

No.	Name	No. of Shares	%
1	CITIBANK NOMINEES SINGAPORE PTE LTD	752,819,232	28.69
2	DBS NOMINEES (PRIVATE) LIMITED	308,782,466	11.77
3	LAUW HUI KUN	189,358,000	7.22
4	NGIAM MIA JE PATRICK	182,075,000	6.94
5	IFAST FINANCIAL PTE. LTD.	115,389,100	4.40
6	CHONG HUI WEN JASMINE (ZHANG HUIWEN)	100,000,000	3.81
7	WIJAYA LAWRENCE	75,000,000	2.86
8	CHONG CHUI WEN JOLENE (ZHANG CUIWEN JOLENE)	66,647,400	2.54
9	CHOW BON TONG	52,047,336	1.98
10	SEAH CHEONG LENG	38,397,200	1.46
11	NICCO INVESTMENT PTE. LTD.	37,000,000	1.41
12	SEAH KIAT HONG (XIE JIEFENG)	36,000,000	1.37
13	KOH YOONG HOCK OR CHIANG KAH PENG	31,012,500	1.18
14	LIAN SENG INVESTMENT PTE LTD	28,149,012	1.07
15	NG SUK SIAN	25,000,000	0.95
16	UOB KAY HIAN PRIVATE LIMITED	24,425,272	0.93
17	LI JICHENG	24,266,666	0.92
18	PHILLIP SECURITIES PTE LTD	24,103,319	0.92
19	CHEONG CHOONG KONG	21,837,500	0.83
20	TAN LIM HUI	18,814,447	0.72
	TOTAL	**2,151,124,450**	**81.97**

SHAREHOLDINGS HELD IN HANDS OF PUBLIC

Based on the information available to the Company as at 20 September 2024, approximately 47.83% of the total number of issued ordinary shares of the Company (excluding treasury shares) is held by the public. Accordingly, the Company has complied with Rule 723 of the Singapore Exchange Securities Trading Limited Listing Manual Section B: Rules of Catalist, which requires at least 10% of a listed issuer's equity securities to be held by public.

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2023 Annual General Meeting ("**AGM**") of Wilton Resources Corporation Limited (the "**Company**", and together with its subsidiaries, the "**Group**") will be held at Temasek Club, 131 Rifle Range Road, Singapore 588406 on Thursday, 17 October 2024 at 10.00 a.m. for the following purposes:

AS ORDINARY BUSINESS

1. To receive and adopt the Directors' Statement and the Audited Financial Statements of the Company and the Group for the financial year ended 31 December 2023 together with the Auditors' Report thereon. **Resolution 1**

2. To note the retirement of Mr Tan Cher Liang, who is retiring pursuant to Regulation 91 of the Constitution of the Company, and is not seeking for re-election.

   [See Explanatory Note (i)]

3. To note the retirement of Mr Seah Seow Kang Steven, who is retiring pursuant to Regulation 91 of the Constitution of the Company, and is not seeking for re-election.

   [See Explanatory Note (ii)]

4. To note that Ernst & Young LLP will not be seeking re-appointment as the Auditors of the Company.

   [See Explanatory Note (iii)]

5. To transact any other ordinary business which may properly be transacted at an AGM of the Company.

AS SPECIAL BUSINESS

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

6. **Authority to allot and issue shares**

   That pursuant to Section 161 of the Companies Act 1967 ("**Companies Act**") and Rule 806 of the Listing Manual Section B: Rules of Catalist ("**Catalist Rules**") of the Singapore Exchange Securities Trading Limited ("**SGX-ST**"), the Directors be and are hereby authorised and empowered to:

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

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

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

NOTICE OF ANNUAL GENERAL MEETING (Continued)

(b) (notwithstanding the authority conferred by this Resolution may have ceased to be in force) issue Shares pursuant to any Instrument made or granted by the Directors while this Resolution is in force, provided that:

(1) the aggregate number of Shares (including Shares to be issued in pursuance of the Instruments made or granted pursuant to this Resolution) and Instruments to be issued pursuant to this Resolution shall not exceed one hundred per centum (100%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings, if any) (as calculated in accordance with sub-paragraph (2) below), of which the aggregate number of Shares and Instruments to be issued other than on a *pro rata* basis to existing shareholders of the Company (including Shares to be issued in pursuance of the Instruments made or granted pursuant to this Resolution) shall not exceed fifty per centum (50%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings, if any) (as calculated in accordance with sub-paragraph (2) below);

(2) (subject to such manner of calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of Shares (including Shares to be issued in pursuance of the Instruments) that may be issued under sub-paragraph (1) above, the percentage of issued Shares and Instruments shall be based on the number of issued Shares (excluding treasury shares and subsidiary holdings, if any) at the time of the passing of this Resolution, after adjusting for:

(a) new Shares arising from the conversion or exercise of the Instruments or any convertible securities;

(b) (where applicable) new Shares arising from the exercise of share options or vesting of share awards, provided the share options or awards (as the case may be) were granted in compliance with Part VIII of Chapter 8 of the Catalist Rules; and

(c) any subsequent bonus issue, consolidation or subdivision of Shares;

adjustments in accordance with sub-sections (2)(a) and (2)(b) above are only to be made in respect of new shares arising from convertible securities, share options or share awards which were issued and outstanding or subsisting at the time of the passing of this Resolution.

(3) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Catalist Rules for the time being in force (unless such compliance has been waived by the SGX-ST), all applicable legal requirements under the Companies Act and the Company's Constitution for the time being in force; and

(4) unless revoked or varied by the Company in a general meeting, the authority conferred by this Resolution shall continue in force (i) until the conclusion of the next AGM of the Company or the date by which the next AGM of the Company is required by law to be held, whichever is earlier or (ii) in the case of Shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution, until the issuance of such Shares in accordance with the terms of the Instruments.

Resolution 2

[See Explanatory Note (iv)]

By Order of the Board

Lee Wei Hsiung
Chin Yee Seng
Company Secretaries
Singapore, 1 October 2024

NOTICE OF ANNUAL GENERAL MEETING (Continued)

Explanatory Notes:

(i) Mr Tan Cher Liang ("**Mr Tan**"), who has served on the Board for an aggregate period of more than 9 years, has decided to retire at the conclusion of the AGM and will not be seeking for re-election, to support progressive renewal of the Board. Mr Tan will, upon his retirement as a Director of the Company, cease to be the Lead Independent Director, the Chairman of the Audit Committee, and a member of the Nominating Committee and the Remuneration Committee at the conclusion of the AGM.

(ii) Mr Seah Seow Kang Steven ("**Mr Seah**"), who has served on the Board for an aggregate period of more than 9 years, has decided to retire at the conclusion of the AGM and will not be seeking for re-election, to support progressive renewal of the Board. Mr Seah will, upon his retirement as a Director of the Company, cease to be an Independent Director, the Chairman of the Nominating Committee, and a member of the Audit Committee and the Remuneration Committee at the conclusion of the AGM.

In view of the retirement of Mr Tan and Mr Seah at the conclusion of the AGM, the number of members in each of the Audit Committee, the Nominating Committee and the Remuneration Committee will fall below the minimum number of three. The Company shall endeavour to fill the vacancy within two (2) months but in any case, not later than three (3) months.

(iii) Ernst & Young LLP has expressed that it will not be seeking re-appointment as auditors of the Company ("**Auditor**") at the forthcoming AGM. The Company is in the midst of identifying a suitable auditing firm and will make further announcement(s) when the new Auditor has been identified and convene an extraordinary general meeting to obtain shareholders' approval for the appointment of a new Auditor in due course.

(iv) Ordinary Resolution 2 proposed in item 6 above, if passed, will empower the Directors from the date of this AGM until the date of the next AGM, or the date by which the next AGM is required by law to be held or such authority is varied or revoked by the Company in a general meeting, whichever is the earlier, to issue Shares, make or grant Instruments convertible into Shares, and to issue Shares pursuant to such Instruments, up to a number not exceeding, in total, one hundred per centum (100%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings, if any), of which up to fifty per centum (50%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings, if any) may be issued other than on a *pro rata* basis to shareholders of the Company.

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

Notes:

1. The AGM will be held, in a wholly physical format. Members of the Company ("**Members**") are invited to attend physically at the AGM. **There will be no option for shareholders to participate virtually**.

2. Printed copies of the Company's 2023 Annual Report, which contains this Notice of AGM and the Proxy Form, will be sent to Members by post. These documents will also be published on the Company's website at the URL https://www.wilton.sg and also on SGXNet at the URL https://www.sgx.com/securities/company-announcements.

3. Submission of Questions in Advance

   Members may submit questions related to the resolutions to be tabled for approval at the AGM, in advance of the AGM, by email to the Company at email@wilton.sg.

   When submitting the questions, please provide the Company with the following details, for verification purpose:-

   (i) Full name;
   (ii) NRIC number;
   (iii) Current address;
   (iv) Contact number; and
   (v) Number of shares held.

   Please also indicate the manner in which you hold shares in the Company (e.g. via CDP, CPF or SRS).

   All substantial and relevant questions must be submitted to the Company by 8 October 2024 ("**Cut-Off Time**"), as this will allow the Company sufficient time to address and respond to these questions on or before 12 October 2024. The Company will respond to substantial and relevant questions received from Members on the Company's website at URL https://www.wilton.sg and on SGXNet at URL https://www.sgx.com/securities/company-announcements by 12 October 2024, before trading hours. The Company will address any subsequent clarifications sought, or substantial and relevant follow-up questions (relating to the resolutions to be tabled for approval at the AGM) received after the Cut-Off Time which have not already been addressed prior to the AGM, as well as those substantial and relevant questions received at the AGM, during the AGM. Where substantially similar questions are received, the Company will consolidate such questions and consequently not all questions may be individually addressed.

NOTICE OF ANNUAL GENERAL MEETING (Continued)

4. A member of the Company (other than a Relevant Intermediary*) entitled to attend and vote at the AGM may appoint not more than two proxies to attend, speak and vote in his/her stead. Where a member appoints more than one proxy, he/she shall specify the proportion of his/her shareholding to be represented by each proxy in the form of proxy. A member of the Company, which is a corporation, is entitled to appoint its authorised representative or proxy to vote on its behalf. A proxy need not be a member of the Company.

5. An investor who holds shares under the Central Provident Fund Investment Scheme ("**CPF Investor**") and/or the Supplementary Retirement Scheme ("**SRS Investor**") (as may be applicable) and wishes to appoint the Chairman of the Meeting as proxy should approach their respective CPF Agent Banks and/or SRS Operators to submit their votes by 7 October 2024 (being at least seven (7) working days before the AGM). CPF Investor and SRS Investor may submit their questions related to any resolution set out in the Notice of AGM prior to the AGM by email to the Company at email@wilton.sg.

6. The instrument appointing a proxy or proxies must be under the hand of the appointor or of his attorney duly authorised in writing. Where the proxy form is executed by a corporation, it must be executed either under its seal or under the hand of an officer or attorney duly authorised. Where the proxy form is executed by an attorney on behalf of the appointor, the letter or power of attorney or a duly certified copy thereof must be lodged with the instrument.

7. The instrument appointing a proxy must be:

   (i) if sent personally or by post, be deposited at the registered office of the Company at 62 Ubi Road 1, Oxley Bizhub 2, #09-14, Singapore 408734; or

   (ii) if submitted by email, be received by the Company at email@wilton.sg,

   in either case, by 10.00 a.m. on Tuesday, 15 October 2024 (being not less than forty-eight (48) hours before the time appointed for holding the AGM) (or at any adjournment thereof), and in default the instrument of proxy shall not be treated as valid.

   Members are strongly encouraged to submit completed proxy forms electronically via email to the Company.

* A Relevant Intermediary is:

(a) a banking corporation licensed under the Banking Act 1970, or a wholly-owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds shares in that capacity; or

(b) a person holding a capital markets services licence to provide custodial services for securities under the Securities and Futures Act 2001 and who holds shares in that capacity; or

(c) the Central Provident Fund Board established by the Central Provident Fund Act 1953, in respect of shares purchased under the subsidiary legislation made under that Act providing for the making of investments from the contributions and interest standing to the credit of members of the Central Provident Fund, if the Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.

Personal Data Privacy

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

---

*This notice has been prepared by the Company and its contents have been reviewed by the Company's sponsor, ZICO Capital Pte. Ltd. ("**Sponsor**"), in accordance with Rule 226(2)(b) of the Singapore Exchange Securities Trading Limited ("**SGX-ST**") Listing Manual Section B: Rules of Catalist.*

This notice has not been examined or approved by the SGX-ST and the SGX-ST assumes no responsibility for the contents of this notice, including the correctness of any of the statements or opinions made or reports contained in this notice.

The contact person for the Sponsor is Ms. Goh Mei Xian, Director, ZICO Capital Pte. Ltd. at 77 Robinson Road, #06-03 Robinson 77, Singapore 068896, telephone (65) 6636 4201.

This page has been intentionally left blank.

WILTON RESOURCES CORPORATION LIMITED
(Company Registration No. 200300950D)
(Incorporated in the Republic of Singapore)

ANNUAL GENERAL MEETING
PROXY FORM
(Please see notes overleaf before completing this form)

IMPORTANT:
1. An investor who holds shares under the Central Provident Fund Investment Scheme ("**CPF Investors**") and/or the Supplementary Retirement Scheme ("**SRS Investor**") (as may be applicable) may attend and cast his vote(s) at the Meeting in person. CPF Investors and/or SRS Investors who are unable to attend the Meeting but would like to vote, may inform their CPF and/or SRS Approved Nominees to appoint the Chairman of the Meeting to act as their proxy and submit their votes at least 7 working days before the Meeting, in which case, the CPF Investor and/or SRS Investor shall be precluded from attending the Meeting.
2. This Proxy Form is not valid for use by CPF Investors and/or SRS Investors and shall be ineffective for all intents and purposes if used or purported to be used by them.

I/We, ________________________ (Name) ________________ (NRIC/Passport No./Co. Reg. No.)

of ____ (Address)

being *a member/members of **WILTON RESOURCES CORPORATION LIMITED** (the "**Company**"), hereby appoint:

Name	**NRIC/Passport No.**	**Proportion of Shareholdings**	
		No. of Shares	**%**
Address			

and/or (delete as appropriate)

Name	**NRIC/Passport No.**	**Proportion of Shareholdings**	
		No. of Shares	**%**
Address			

or failing either or both of the persons referred to the above, the Chairman of the Annual General Meeting of the Company (the "**Meeting**"), as *my/our *proxy/proxies to vote for *me/us on *my/our behalf at the Meeting to be held at Temasek Club, 131 Rifle Range Road, Singapore 588406 on Thursday, 17 October 2024 at 10.00 a.m. and at any adjournment thereof. *I/We direct *my/our *proxy/proxies to vote for or against the Resolutions proposed at the Meeting as indicated hereunder. If no specific direction as to voting is given or in the event of any other matter arising at the Meeting and at any adjournment thereof, the *proxy/proxies will vote or abstain from voting at *his/her/their discretion. In appointing the Chairman of the Meeting as proxy, Shareholders (whether individuals or corporates) must give specific instructions as to voting, or abstentions from voting, in the form of proxy, failing which the appointment will be treated as invalid.

(If you wish to exercise all your votes "For", "Against" or to "Abstain" from voting, please indicate with a tick (✓) within the box provided. Alternatively, please indicate the number of votes as appropriate. If you mark the abstain box for a particular resolution, you are directing your proxy not to vote on that resolution on a poll and your votes will not be counted in computing the required majority on a poll.)

No.	**Resolutions relating to:**	**For**	**Against**	**Abstain**
Ordinary Business				
1	Adoption of the Directors' Statement and the Audited Financial Statements of the Company and the Group for the financial year ended 31 December 2023 together with the Auditors' Report thereon			
Special Business				
2	Authority to allot and issue shares in the capital of the Company			

Dated this __________ day of ____________ 2024

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

____
Signature of Shareholder(s)
and/or, Common Seal of Corporate Shareholder

* Delete where inapplicable

IMPORTANT: PLEASE READ NOTES OVERLEAF

Notes:

1. Please insert the total number of Shares held by you. If you have Shares entered against your name in the Depository Register (as defined in Section 81SF of the Securities and Futures Act 2001), you should insert that number of Shares. If you have Shares registered in your name in the Register of Members, you should insert that number of Shares. If you have Shares entered against your name in the Depository Register and Shares registered in your name in the Register of Members, you should insert the aggregate number of Shares entered against your name in the Depository Register and registered in your name in the Register of Members. If no number is inserted, the instrument appointing a proxy or proxies shall be deemed to relate to all the Shares held by you.

2. A member of the Company (other than a Relevant Intermediary*) entitled to attend and vote at the Meeting of the Company is entitled to appoint one or two proxies to attend and vote in his/her stead. A proxy need not be a member of the Company.

3. Where a member (other than a Relevant Intermediary*) appoints two proxies, the appointments shall be invalid unless he/she specifies the proportion of his/her shareholding (expressed as a percentage of the whole) to be represented by each proxy.

4. A Relevant Intermediary* may appoint more than two proxies, but each proxy must be appointed to exercise the rights attached to a different share or shares held by him/her (which number or class of shares shall be specified).

5. Subject to note 8, completion and return of this instrument appointing a proxy shall not preclude a Member from attending and voting at the Meeting. Any appointment of proxy or proxies shall be deemed to be revoked if a Member attends the Meeting in person, and in such event, the Company reserves the right to refuse to admit any person or persons appointed under the instrument of proxy to the Meeting.

6. The instrument appointing a proxy or proxies must (i) if sent personally or by post, be deposited at the registered office of the Company at 62 Ubi Road 1, Oxley Bizhub 2, #09-14, Singapore 408734; or (ii) by email to the Company at email@wilton.sg, and in either case, not less than 48 hours before the time appointed for the Meeting, and in default the instrument of proxy shall not be treated as valid.

7. The instrument appointing a proxy or proxies must be under the hand of the appointor or of his attorney duly authorised in writing. Where the instrument appointing a proxy or proxies is executed by a corporation, it must be executed either under its seal or under the hand of an officer or attorney duly authorised. Where the instrument appointing a proxy or proxies is executed by an attorney on behalf of the appointor, the letter or power of attorney or a duly certified copy thereof must be lodged with the instrument, failing which the instrument may be treated as invalid.

8. An investor who holds shares under the Central Provident Fund Investment Scheme ("**CPF Investor**") and/or the Supplementary Retirement Scheme ("**SRS Investor**") (as may be applicable) may attend and cast his/her vote(s) at the Meeting in person. CPF and SRS Investors who are unable to attend the Meeting but would like to vote, and wishes to appoint the Chairman of the Meeting as proxy should approach their respective CPF Agent Banks and/or SRS Operators to submit their votes at least seven (7) working days before the Meeting.

   Members are strongly encouraged to submit completed proxy form electronically via email to the Company.

* A Relevant Intermediary is:

(a) a banking corporation licensed under the Banking Act 1970 or a wholly-owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds shares in that capacity; or

(b) a person holding a capital markets services licence to provide custodial services for securities under the Securities and Futures Act 2001 and who holds shares in that capacity; or

(c) the Central Provident Fund Board established by the Central Provident Fund Act 1953, in respect of shares purchased under the subsidiary legislation made under that Act providing for the making of investments from the contributions and interest standing to the credit of members of the Central Provident Fund, if the Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.

General:

The Company shall be entitled to reject the instrument appointing a proxy or proxies if it is incomplete, improperly completed or illegible, or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the instrument appointing a proxy or proxies. In addition, in the case of Shares entered in the Depository Register, the Company may reject any instrument appointing a proxy or proxies lodged if the member, being the appointor, is not shown to have Shares entered against his name in the Depository Register as at 72 hours before the time appointed for holding the Meeting, as certified by The Central Depository (Pte) Limited to the Company.

Personal Data Privacy:

By submitting this proxy form, the member accepts and agrees to the personal data privacy terms as set out in the Notice of Annual General Meeting dated 1 October 2024.

CORPORATE INFORMATION

BOARD OF DIRECTORS

Wijaya Lawrence
Executive Chairman and President

Ngiam Mia Je Patrick
Non-Executive Director

Tan Cher Liang
Lead Independent Non-Executive Director

Seah Seow Kang Steven
Independent Non-Executive Director

Lui Pang Hung
Independent Non-Executive Director

AUDIT COMMITTEE

Tan Cher Liang (Chairman)
Seah Seow Kang Steven
Lui Pang Hung

REMUNERATION COMMITTEE

Lui Pang Hung (Chairman)
Seah Seow Kang Steven
Tan Cher Liang
Wijaya Lawrence

NOMINATING COMMITTEE

Seah Seow Kang Steven (Chairman)
Ngiam Mia Je Patrick
Lui Pang Hung
Tan Cher Liang

SHARE REGISTRAR

In.Corp Corporate Services Pte. Ltd.
30 Cecil Street
#19-08 Prudential Tower
Singapore 049712
Tel: (65) 6990 8220
Fax: (65) 6395 0670

AUDITOR

Ernst & Young LLP
Public Accountants and Chartered Accountants
One Raffles Quay, North Tower
Level 18, Singapore 048583
Partner in-charge: **Low Bek Teng**
(Appointed with effect from financial
year ended 31 December 2021)

COMPANY SECRETARY

Lee Wei Hsiung
Chin Yee Seng

REGISTERED OFFICE AND BUSINESS ADDRESS

62 Ubi Road 1,
#09-14 Oxley Bizhub 2
Singapore 408734
Tel: (65) 6732 4889
Fax: (65) 6732 4882
Email: email@wilton.sg
Website: www.wilton.sg

PRINCIPAL BANKER

Citibank Singapore Limited

CONTINUING SPONSOR

ZICO Capital Pte. Ltd.
77 Robinson Road
#06-03 Robinson 77
Singapore 068896

WILTON RESOURCES CORPORATION LIMITED
(Incorporated in the Republic of Singapore)
(Company Registration No. 200300950D)

62 Ubi Road 1
Oxley Bizhub 2 #09-14
Singapore 408734
Tel : (65) 6732 4889
Fax : (65) 6732 4882
Email : email@wilton.sg
www.wilton.sg