Ascent Bridge 禮仕時
New Spirit, New Impetus (SGX:AWG)

EXTENDING OUR COVERAGE EXPANDING ON SUCCESSES

ASCENT BRIDGE LIMITED
ANNUAL REPORT 2024


贵州茅台酒厂集团
保健酒业有限公司
KWEICHOW MOUTAI GROUP

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CHAIRMAN'S STATEMENT

DEAR FELLOW SHAREHOLDERS,

Despite the challenges posed by an evolving and often unpredictable global environment, the past financial year has been one of the significant progress and achievement for the Group.

PERFORMANCE OVERVIEW

During the financial year, the Group focused its efforts on building up its distribution network to attain growth in the international market. We continued with our market expansion for Moutai Bulao 125ml (茅台不老礼系列) (the "Product") in domestic markets (duty-paid channel), working hard to establish strategic partnerships and build up a robust distribution network. The Group has since expanded our presence to reach a global market coverage of up to 14 countries across 25 cities including Singapore, Hong Kong, Macau, USA, Australia, Malaysia, Indonesia, Vietnam, Laos, Cambodia, Saipan, Korea, the Philippines, and UAE.

Developing a new strategic direction in FY2024, the Group focused on Global Travel Retail (duty-free channel). Till date, we have successfully penetrated into 15 countries including Mongolia, Malaysia, Vietnam, the Philippines, USA, Indonesia, Hong Kong, Korea, Singapore, Taiwan, Thailand, UAE, Guan, Saipan and Laos. Our Moutai Bulao product has been listed in many key international airports, such as Singapore Changi International Airport, Malaysia Kuala Lumpur International Airport, Thailand Bangkok Suvarnabhumi International Airport, Philippines Manila Ninoy Aquino International Airport, Dubai International Airport, USA New York John F Kennedy International Airport, San Francisco International Airport, Los Angeles International Airport.

As of the date of this report, the Group has studiously forged strategic partnerships with 18 international airlines to list and sell our Product. Armed with just one single SKU (stock-keeping unit) for global markets, this achievement demonstrates our team's resilience and strong capabilities, as well as the adaptability of our business model. MTBL Global Pte Ltd ("MTBL Global"), our 100% wholly-owned subsidiary, is the only one Baijiu-concept platform with global exposure in both duty-paid and duty-free channels.

STRATEGIC DEVELOPMENTS

Throughout the past 2 years, our team has made substantial strides in our strategic initiatives in both the duty-paid and duty-free channels.

Duty-Paid Channel

The Group made a strategic announcement in February 2024 regarding the joint venture agreement with Dong Ying Quan Li Quan Wai International Trading Co Ltd ("QLQW") for the sales and distribution of baijiu in Mainland China. This initiative provides an opportunity for the Group to benefit and grow from gaining an existing foothold in the distribution of the Product in China. The objectives in entering into this joint venture agreement, include but are not limited to the following (a) with the goal of improving the presence of the Group in the baijiu industry through promising avenues, where China is the biggest markets for the consumption of baijiu, with the intention to broaden Group's revenue streams; (b) through the acquisition of QLQW distribution rights in Mainland China, among others, to promote the Product and develop other brands in the baijiu industry with existing resources and channels in Mainland China; (c) other area(s) of collaboration, including but without limitation, include business development and other joint ventures which include potential collaborators deemed necessary and appropriate by Parties to effect the purpose of the JVA.

Duty-Free Channel

Being one of the only three baijiu booths in the Tax-Free World Association (TFWA) annual event held in Singapore in May 2024, MTBL Global represented Kweichow Moutai, together with other 2 brand owners, Wu Lang Ye and Yang He. The TFWA annual event is the world's largest duty-free exhibition and this participation has allowed us to connect with various stakeholders in the global duty-free channel. Through this exhibition and our ongoing efforts, the Group anticipates to further expand its coverage in global duty-free channels.

In the upcoming financial year, the Group looks to expand our product portfolio, leveraging our current global channels in both the duty-paid and duty-free mediums to introduce various ranges of liquors from China to global markets. This would position the Group as a dominant player in the spirits industry, particularly for Chinese Baijiu, for sustained growth and long-term value creation.

OUTLOOK

As we move forward into a new financial year, we remain cautiously optimistic about our prospects. The global outlook remains mixed, with potential headwinds from relatively low awareness of the Chinese Baijiu category, and a reduced consumption due to the slowdown of the global economy. Nevertheless, we remain confident that our strategic positioning, and commitment to innovation will enable us to continue delivering value to our shareholders.

Our focus for the new year will be on expanding product and brand portfolios, expanding into new markets, enhancing customer experience, and driving operational excellence so as to ensure we remain competitive and relevant in a rapidly changing world.

APPRECIATION

I would like to take this opportunity to thank our Board of Directors, management team, and all employees for their hard work, dedication, and commitment. Their efforts have been instrumental in achieving our goals and driving our success.

I would also like to express my gratitude to our shareholders for their continued support and confidence in the Group. We are committed to delivering long-term sustainable value and look forward to sharing future successes with you.

We are confident that with our strategic vision, strong leadership, and unwavering commitment to our values, we will continue to create sustained growth value for all our stakeholders.

Thank you.

Qiu Peiyuan and Sun Quan
Joint Chairman and Joint Chief Executive Officer

BOARD OF DIRECTORS

MR. QIU PEIYUAN

MR. SUN QUAN

DR. TAN KHEE GIAP

MR. SIOW CHEE KEONG

MR. FURLER LUKE

BOARD OF DIRECTORS

MR QIU PEIYUAN
Joint Chairman and Chief Executive Officer

Mr. Qiu has over 25 years of experience in the financial services and management. He has extensive international work experience including Singapore, Canada, Hong Kong, Mainland Chian, U.S. and UK. Mr. Qiu has abundant experience in board leadership in listed companies. He has served as independent director and executive director for several listed companies. Currently, he serves as an Executive Director of New Sparkle Roll International Group Ltd. (00970.hk) listed in Hong Kong and Ascent Bridge Limited listed in Singapore.

Mr. Qiu holds a MBA degree from the University of Western Ontario, Canada, a MPhil. degree from the University of Hong Kong, a Bachelor degree from Nankai University, China. He obtained CFA and CFP in Canada in 2004.

MR. SUN QUAN
Joint Chairman and Chief Executive Officer

Mr. Sun is the Chairman and CEO of the Company. He was first appointed as a Director of the Company on 30 April 2018 and appointed Executive Director on 23 March 2020. Mr. Sun has more than 25 years of investment and management experience, specialising in M&A. He has focused his business operation mainly in Greater China Region, Singapore, USA, Malaysia, Thailand and Indonesia, covering a variety of areas including high technology, pharmaceuticals, electronics, real estate, natural resources, chemical and food & beverage industries.

Mr. Sun has been largely instrumental in promoting the networking, cooperation and collaboration in areas of economic, educational and cultural exchanges between China and several Southeast Asian countries. Mr. Sun serves as the Executive Director and CEO of China Capital Impetus Asset Management Pte Ltd.

Mr. Sun holds his EMBA from Tsinghua University and Bachelor of Engineering from Beijing University of Technology.

BOARD OF DIRECTORS

DR. TAN KHEE GIAP
Lead Independent Director

Dr. Tan is the Chairman of the Singapore National Committee for Pacific Economic Cooperation.

Dr. Tan has consulted extensively with the various government ministries, statutory boards and government linked companies and he has also served as a consultant to international agencies such as the Asian Development Bank, Asian Development Bank Institute, United Nations Industrial Development Group, World Bank Group, World Gold Council, ASEAN Secretariat, Central Policy Unit of Hong Kong, Kerzner International, Las Vegas Sands and Marina Bay Sands.

Dr. Tan holds PhD from University of East Anglia, England and is the lead author for more than 20 books, serving as journal editors and published widely in international refereed journals.

MR. SIOW CHEE KEONG
Independent Director

Mr. Siow is an Independent Director of the Group and was first appointed on 19 February 2021. He is a member of the Audit, Nominating and Remuneration Committees.

Mr. Siow graduated from the University of Warwick, England, with a Master of Business Administration. He qualified as a Chartered Certified Accountant and is a non-practicing member of the Institute of Singapore Chartered Accountants Administration.

MR. FURLER LUKE
Non-Executive and Non-Independent Director

Mr. Luke is a Non-Executive and Non-Independent Director and was appointed on 28 May 2024. Luke has more than 20 years experience in complex and high-value international commercial transactions. Luke's practice involves a wide range of operational and financial restructuring and advisory work, with a particular focus on special situations.

MANAGEMENT TEAM

AMANDA GUO
Chief Financial Officer

Ms Guo joined the Group in February 2022. She is responsible for the Group's financial accounting and reporting functions including accounting, internal controls, financial and management reporting, capital management, tax, compliance and merger and acquisition. Prior to joining the Group, she was a senior audit manager at Deloitte & Touche LLP, where she possessed extensive experience in serving public listed companies in various industries.

She holds Bachelor of Science (Honours) in Applied Accountancy from Oxford Brookes. She is a Chartered Accountant with the Institute of Singapore Chartered Accountant and a member of the Associate of Chartered Certified Accountants.

Ms. Guo has tendered her resignation as the Chief Financial Officer and her effective date of cessation is 10 December 2024.

HAZE SHI WEI
Head of CEO Office

Ms. Shi joined the Group in Oct 2020. She assists joint CEOs to manage day-to-day administrative and all operational functions of the Group.

Ms. Shi has more than 15+ years professional experience with C-Suite Management across Design & Architect, Construction, Marine & Offshore business sectors. She is a seasoned and dedicated team leader with extensive experience in corporate strategy, business operation, office & human resource management.

Ms. Shi holds the Bachelor of Arts in China and diploma of Human Resource & Management in Singapore.

MICHAEL CHEW
Global Sales Director

Michael joined the Group in May 2023 and brings with him more than 3 decades of experience in the liquor industry. He has managed top selling brands that includes Absolut Vodka, The Macallan Whiskey, Piper and Charles Heidsieck Champagne, Remy Martin VSOP and XO and Louis XIII.

As Regional Sales Director at Remy Cointreau International, Michael was instrumental in the success and development of the Company's products for the South East Asia Region and was presented with the prestigious Global Excellent Customer Service Award.

His success and wealth of experience particularly in the arena of Global Travel Retail is well recognised and respected by his peers in the industry.

OPERATIONS REVIEW

During the past financial year, the Group focused its efforts on strengthening its presence in the international market, building up a robust distribution network via both the duty-paid and duty-free channels.

Results Review

For the financial year ended 31 March 2024 ("FY2024"), total Group revenue generated amounted to $3.73 million, representing a 5.5% decrease from the $3.95 million recorded in the preceding financial year ("FY2023"). In terms of geographical markets, the sales were spread over our markets in Singapore, United States, Hong Kong, Cambodia, Korea, Malaysia, Taiwan, Vietnam and other countries. A breakdown of the revenue analysis is as follows:

(i) In FY2024, the decline in revenue was mainly attributable to a large decline in sales of approximately $1.70 million in the USA market due to aggressive pricing by key competitors;
(ii) Singapore, Hong Kong and Cambodia took the leading spots in terms of revenue contribution by geographical segment.

The decrease in sales largely mitigated by:
(i) An increase in sales due to the recovering travel retail segment amounting to approximately $0.53 million through our partnerships with key customers such as Lotte, DFS and JALUX, whose key markets are ASEAN countries such as the Philippines, Vietnam, Malaysia, and Thailand;
(ii) An increase in sales from the trading of assorted liquor (e.g. cognac, whisky, and so forth) amounting to approximately $1.0 million through our efforts to diversify the revenue stream, leveraging on our network of buyers and sellers to facilitate the demand and supply of goods.

Gross profit in FY2024 dropped to $1.52 million, against the $2.34 million recorded in FY2023, which was in tandem with the decrease in revenue. Gross profit margin similarly dropped from 59% in FY2023 to 41% in FY2024, as a result of the pricing pressures in the Hong Kong and Macau markets, leading to the reduced margins.

The Group recorded a decrease in other operating income in FY2024 mainly due to lower government grants received for COVID-19 during the year compared to FY2023.

In FY2024, the Group reported other gain of approximately S$11.80 million which is derived from fair value adjustment of put option of S$7.22 million and gain on derecognition of $4.58 million for contingent consideration granted by the Group to Capital Impetus Group Limited, the previous owner of MTBL Group.

Operating expenses decreased on the whole, due to:
(i) A significantly lower selling and distribution expenses of $1.24 million compared to $2.13 million in FY2023. This was the result of the Group having less large-scale marketing events during the financial year under review compared to FY2023 when the Group held a few product launch events in Singapore and Hong Kong to create market awareness of the Product and to build and manage distribution networks in various markets.
(ii) The Group reported a slightly higher general and administrative expenses of $9.52 million in FY2024 as compared to $9.22 million in FY2023. This was mainly due to the provision for doubtful debt of $2.40 million made for long-overdue trade and other receivables and largely offset by the absence of professional fees in relation to acquisitions and cost control measures undertaken by the Management.

The Group reported other loss of S$7.39 million in FY2024, derived from the impairment of goodwill amounting to S$6.83 million and impairment of plant and equipment amounting to S$0.06 million and impairment of intangible assets amounting to $0.49 million.

As a result of the above, the Group reduced the net loss attributable to equity holders to $4.67 million, compared to the net loss attributable to equity holders of $8.76 million in FY2023.

Financial position of Ascent Bridge, although weakened against FY2023, held firm for FY2024 with a positive net working capital (current assets less cash) of $12.33 million and cash and cash equivalents stood at $1.30 million as at 31 March 2024 compared to $8.08 million as at 31 March 2023.

Penetration of Moutai Bulao into the Global Market

The Group has developed marketing strategies dedicated towards the proliferation of Moutai Bulao to a wider geographical coverage by increasing brand awareness of Chinese baijiu and Moutai Bulao and building up a robust distribution network.

Continuing with our market expansion plans, the Group has expanded our presence in the duty-paid channel to reach up to 13 countries across 23 cities including Singapore, Hong Kong, Macau, USA, Australia, Malaysia, Indonesia, Vietnam, Laos, Cambodia, Saipan, Korea, and the Philippines. This is the fruits of our labour of the Group working hard to establish strategic partnerships and build up a robust distribution network.

During the year, the Group had also focused on Global Travel Retail (duty-free channel). Till date, we have successfully penetrated into countries including Malaysia, Vietnam, the Philippines, USA, Indonesia, Hong Kong, Korea, Singapore, Taiwan, Thailand, UAE, Guan, Saipan and Laos. We have been diligently forging strategic partnerships, leading to our Moutai Bulao product (the "Product") being listed in many key international airports, such as Singapore Changi International Airport, Malaysia Kuala Lumpur International Airport, Thailand Bangkok Suvarnabhumi International Airport, Philippines Manila Ninoy Aquino International Airport, Dubai International Airport, USA New York John F Kennedy International Airport, San Francisco International Airport, Los Angeles International Airport. Currently, the Group has managed to sign partnership agreements with 18 international airlines to list and sell our Product and will continue to place our efforts on further collaborations with more airlines to grow our reach.

Our current stock keeping units ("SKUs") available include the Moutai Bulao 125ml (茅台不老礼系列) in single bottle and gift box options, the four bottle 125ml*4 gift set and the Moutai Bulao Classic Blue 500ml, and we have been working on introducing more SKUs to leverage on the Group's existing distribution channels and expand the product portfolio. The Group shall introduce new mature SKUs covering the entry-, mid- and premium-levels, bundling together with our Moutai Bulao products as bundle sales to meet with the different needs of the market.

In recognition of our relentless hard work, MTBL Global Pte Ltd ("MTBL Global") was honoured with the prestigious International Expansion Leadership Achievement Award at the first APAC Innovation & Development Forum (the "Forum") in Singapore in July 2024. The Forum aims to award exceptional companies that continue to innovate and create value for customers in the rapidly changing economic environment and advancing technological landscape. Categorised into five awards, the awards were presented by over 20 experts from the national financial industry and academia, representing industry recognition and encouragement for outstanding company performance and influence in the international market. MTBL Global's receipt of the International Expansion Leadership Achievement highlights its remarkable success in promoting Moutai Bulao 125ml (茅台不老礼系列) outside of China.

MTBL Global's performance in the duty-free channels further demonstrates its competitive edge, leveraging exclusive access to maximise brand visibility and sales. In May 2024, MTBL Global participated in the world's largest duty-free exhibition, the Tax-Free World Association (TFWA) annual event in Singapore, where we connected with various stakeholders in the global duty-free channel. Through this exhibition and continuous effort, MTBL Global anticipates further expanding its coverage in global duty-free channels.

The Company has proposed to undertake a renounceable non-underwritten rights issue ("Proposed Rights Issue"). Please refer to the Company's announcement in relation to the Proposed Rights Issue dated 8 December 2023 for more information. The Company has also received conditional letters of undertaking from MTBL Global Holdings Pte Ltd to subscribe for rights shares of up to S$11.0 million. Overall, the Proposed Rights Issue will allow the Company to raise approximately between S$5.0 million to S$20.5 million in net proceeds.

The Company is undertaking the Proposed Rights Issue to raise funds to enhance and expand upon its existing business, operations and initiatives (via organic and inorganic growth), as well as strengthen the financial position and capital base of the Group. In particular, the Company wants to fund the Group's joint venture agreement ("JVA") with Dong Ying Quan Li Quan Wai International Trading Co Ltd ("QLQW") pursuant to which the parties to the JVA have agreed to utilise and designate Ascent Bridge (Hainan) Co Ltd to be the joint venture vehicle wherein the parties would co-operate and collaborate with each other and other potential partners to sell, distribute and supply baijiu in China. QLQW was appointed to be the global exclusive distributor of Moutai Bulao 125 ml liquor by Kweichow Moutai Winery (Group) Health Wine Co Ltd, a subsidiary of Shanghai Exchange-listed Kweichow Moutai Co Ltd. The Group will stand to benefit and grow from gaining an existing foothold in the distribution of baijiu in China and improve its financial performance.

The Board is cautiously optimistic that, with a portion of the proceeds from the Rights Issue and the joint venture with QLQW, the Group is poised to grow successfully and steadily by expanding its market share and distribution channels in China as well as in the global markets.

STATEMENT OF CORPORATE GOVERNANCE

Ascent Bridge Limited (the "**Company**") and its subsidiaries (the "Group") are committed to maintaining high standard of corporate governance. This report sets out the Group's corporate governance practices for the financial year ended 31 March 2024 ("**FY2024**") with reference to the Code of Corporate Governance 2018 (the "**Code**") issued on 6 August 2018 and accompanying Practice Guidance (updated on 14 December 2023). The Company has complied in all material aspects with the principles and guidelines of the Code as well as compliance with the requirements of Singapore Exchange Securities Trading Limited ("**SGX-ST**") Listing Manual. Where there are deviations from the Code, explanations have been provided.

BOARD MATTERS

BOARD'S CONDUCT OF ITS AFFAIRS

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

The present Board comprises five members. As at the date of this report, the Board members and Board Committees members are as follows:

	Board appointments			**Board committees**		
Name of Director	**Non-Executive Director**	**Executive Director**	**Independent Director**	**Audit & Risk Committee**	**Nominating Committee**	**Remuneration Committee**
Mr Sun Quan		*				
Mr Qiu Peiyuan [1]		*		Member	Member	Member
Mr Luke Anthony Furler[2]	*					
Dr Tan Khee Giap			*	Member	Chairman	Member
Mr Siow Chee Keong			*	Chairman	Member	Chairman

1. Mr Qiu Peiyuan was appointed member of the Nominating, Remuneration and Audit & Risk Committees on 28 May 2024. He was appointed Joint Executive Chairman and Joint CEO on 1 August 2024.

2. Mr Luke Anthony Furler was appointed as a Non-Independent and Non-Executive Director on 28 May 2024.

Provision 1.1
Board's Role

The Board's primary role is not only to protect but also to enhance long-term shareholder value. It provides entrepreneurial leadership, sets the strategies for the Company, establishes goals for management, and sets workable and sustainable policies and procedures. To fulfil its role, the Board ensures that the necessary resources are in place to enable the Company to drive, manage and meet its strategic business objectives and governance. It also ensures that the Company has a sound risk management framework in place to monitor and manage risks. The Board supervises the management and reviews its performance.

The Board is responsible for the overall corporate governance of the Company. The Directors are fiduciaries who must act objectively in the best interests of the Company and hold Management accountable for performance. The Board puts in place a code of conduct and ethics, sets an appropriate tone-from-the-top and desired organizational culture, and ensures proper accountability within the Company. Directors facing conflicts of interest must declare their interest and recuse themselves from discussions and decisions involving such matters.

The Board sets the Company's values and standards to ensure that conduct and transactions undertaken serve the interest of the Company and its shareholders as a whole, and that obligations to shareholders and other stakeholders are understood and met. The Group also strives to strike a balance between its business sustainability and the needs of the society and the environment in which the Group operates. The Group will issue its sustainability report in respect of its financial year ended 31 March 2024 by end December 2024 and will upload the full Sustainability Report in its website, https://www.ascentbridge.com. An internal review programme to review the components reported in the Company's sustainability reporting has been approved by the audit and risk committee to review these areas over an internal audit cycle plan. Pursuant to the plan, the internal review was conducted in August 2024. The Directors have undergone sustainability training as prescribed by SGX-ST.

Provision 1.2
Directors' Duties and Responsibilities

The Board exercises due diligence and independent judgment in dealing with the business affairs of the Group.

The Directors recognize that it is their duty to ensure that they have a full understanding of the Company's business as well as their directorship duties (including their roles as executive, non-executive or independent directors, as the case may be). The Company has in place a process of induction, training and development for new and existing directors as set out herein.

The Directors are mindful of their obligations to ensure compliance with the Listing Rules of the SGX-ST. Each Director has signed the required undertaking in the form set out in Appendix 7.7 of the Listing Manual to use his best endeavors to comply with the Listing Rules and to procure that the Company shall so comply. The Directors have also procured a similar undertaking by the Chief Financial Officer ("**CFO)** in her capacity as executive officer.

Continuous Training and Development of Directors

An incoming Director will be given briefing by the management, the Company Secretary and, where appropriate, the Company's legal advisers, on his duties and obligations as director, and on the Group's organization structure, business and governance practice and arrangements, including the Company's policies relating to the disclosure of interests in securities, disclosure of conflicts of interest in transactions involving the Company, prohibition on dealings in the Company's securities and restrictions on the disclosure of price-sensitive information. First-time Directors appointed to the Board will undergo training in the roles and responsibilities of a director of a listed issuer in the first year of his appointment as prescribed by the SGX-ST.

Mr Anthony Luke Furler was appointed as Non-Independent and Non-Executive Director on 28 May 2024. Mr Furler has prior appointment as a director of a public company listed on the Singapore Exchange.

The Directors are continually and regularly updated on the Group's business and governance practices, as well as changes to the accounting standards and regulatory requirements. The Company Secretary circulates to the Board articles, reports and press releases to keep the Directors updated on current developments in governance and listing requirements. Our Directors are also encouraged to become members of the Singapore Institute of Directors (SID) and participate in courses and seminars offered by SID.

In FY2024, the Directors had received various briefings, updates and training, including:

- Briefings given by the external auditors to the Audit & Risk Committee members at each Audit & Risk Committee meeting on developments in accounting and auditing standards, and governance requirements;

- Briefings given by the Company Secretary to the Board on changes to the requirements of the SGX-ST Listing Manual (“**Listing Manual**”) and guidances released by the SGX RegCo

- Briefings and updates given by the Management to the Board at each meeting on business and strategic developments on salient issues, including risk management considerations and industry developments;

Provision 1.3
Matters Requiring Board Approval

Matters which are specifically reserved for the Board’s approval:

- half-yearly and year-end results announcement;
- annual operating plan and budget;
- annual reports and accounts;
- strategic policies of the Group;
- share issuances, dividends and other returns to shareholders;
- convening of shareholders’ meetings;
- taking steps for audit control;
- material acquisitions and disposal of assets; and
- major investments, key human resource matters and funding.

Provision 1.4
Delegation of Authority to Board Committees

To ensure efficient discharge of its responsibilities and to provide independent oversight of management, the Board has established the following Board Committees: the Audit & Risk Committee (“**ARC**”), Nominating Committee (“**NC**”), and Remuneration Committee (“**RC**”).

The various Board Committees function within clearly defined terms of references and operating procedures, which are reviewed on a regular basis. The Board also constantly reviews the effectiveness of each Committee. The composition and activities of the NC, RC and AC are set out in the following segments of this report under Principle 4 to 10.

To facilitate operational and management efficiency, the Board has delegated certain of its powers and authority to the management. Subject to such delegation of authority, certain matters, such as major acquisitions, investments and disposals, and funding decisions require the approval of the Board.

Provision 1.5
Meetings of Board and Board Committees

The Board meets at regular intervals, and at such times as warranted by particular circumstances or as deemed appropriate by the Board members.

The Company's Constitution allows the Board meetings to be conducted by way of telephonic or video conference meetings. The table below sets out the number of Board and Board Committee meetings which were held during FY2024:

Besides formal meetings, Board members also had informal meetings to discuss specific issues related to the Company's development. While the Board considers Directors' attendance at Board meetings to be important, it does not consider that to be the only criterion to measure their contributions. Other than participating in these meetings, Board members also rendered comments, guidance and advice on various matters relating to the Group and convened discussions when needed.

	Board	Audit & Risk Committee	Remuneration Committee	Nominating Committee
Number of meetings held	17	6	1	4
Name of Directors [1]	**Number of meetings attended**			
Mr Sun Quan	17	N.A.	N.A.	N.A.
Mr Qiu Peiyuan	17	N.A.	N.A.	N.A.
Mr Richard Andrew Smith[2]	17	N.A.	N.A.	N.A.
Mr Siow Chee Keong	17	6	1	4
Mr Chua Wei Ming[3]	14	6	1	3
Dr Tan Khee Giap	17	6	1	4

[1] Mr Luke Anthony Furler was not included in the list of directors who attended meetings in FY2024 as he was appointed as a Non-Independent and Non-Executive Director on 28 May 2024 after the end of FY2024.

[2] Mr Richard Andrew Smith resigned as Non-Executive and Non-Independent Director on 28 May 2024.

[3] Mr Chua Wei Ming resigned as Independent Director, Chairman of Remuneration Committee, member of Audit and Remuneration Committee and member of Nominating Committee on 29 February 2024.

N.A. – Not applicable, as the Directors are non-members of the Board Committees.

Provision 1.6
Board's Access to information

All Directors are, from time to time and when necessary, furnished with information concerning the Company and its affairs and on matters to be put before the Board and its Committees to enable them to be apprised of the decisions and actions of the Company's executive management and of major developments in the Group. The Board has unrestricted access to the Company's records and information.

Senior members of the management staff are available to provide further information and details via informal briefings to the Directors or formal presentations at Board meetings. Where external consultants or advisers are engaged on specific projects, arrangements will be made for the consultants or advisers to provide briefings to the Board, and to address any questions and issues that the Board members may have.

Provision 1.7
Board's Access to Management, Company Secretary and External Advisers

The Board has separate and independent access to the Company Secretary and to other senior management executives of the Group at all times in carrying out their duties.

The Company Secretary ensures that meeting procedures were followed and that applicable rules and regulations were complied with. The minutes of all Board and Committee meetings are circulated to the Board. The appointment and removal of the Company Secretary is subject to the approval of the Board.

Each Director has the right to seek independent legal and other professional advice, at the Company's expense, concerning any aspect of the Group's operations or undertakings in order that he would be able to fulfill his duties and responsibilities as Director.

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
Independent element on the board

The Board of Directors currently comprises five Directors as follows:

Mr Qiu Peiyuan	(Joint Executive Chairman and Joint Chief Executive Officer)
Mr Sun Quan	(Joint Executive Chairman and Joint Chief Executive Officer)
Mr Luke Anthony Furler	(Non-Executive and Non-Independent Director)
Dr Tan Khee Giap	(Lead Independent Director)
Mr Siow Chee Keong	(Independent Director)

The criterion for independence is based on the definition given in the Code. The Code has defined an "Independent" Director as one who is independent in conduct, character and judgement, and has no relationship with the company, its related corporations, its substantial shareholders or its officers that could interfere, or be reasonably perceived to interfere, with the exercise of the director's independent business judgement in the best interests of the Company. Under the Listing Rules of SGX-ST, an independent director is not one who is or has been employed by the Company or any of its related corporations for the current or any of the past three financial years; or not one who has an immediate family member who is, or has been in any of the past three financial years, employed by the Company or any of its related corporations and whose remuneration is determined by the RC.

Dr Tan Khee Giap and Mr Siow Chee Keong, Independent Directors, have each confirmed their independence. Dr Tan and Mr Siow have confirmed that they have no relationship or association with the Company, its related corporations, its substantial shareholders or its officers that could interfere, or be reasonably perceived to interfere, with the exercise of the Directors' independent business judgment and they are independent in accordance with the Listing Rules.

Provisions 2.2 and 2.3
Composition of Independent Directors and Non-Executive Directors on the Board

Under the Listing Rules of SGX-ST, the Independent Directors should make up one-third of the Board. The Board has five directors. The current two Independent Directors make up more than one-third of the Board of five members in compliance with the Listing Rules.

Under Provision 2.3 of the Code, the Non-Executive Directors should make up a majority of the Board. The three Non-Executive Directors (of whom two are Independent Directors) make up the majority of the Board in compliance with Provision 2.3 of the Code.

Under Provision 2.2 of the Code, the Independent Directors should make up the majority of the Board when the Chairman is not independent. The Independent Directors make up two-fifths of the Board. The Board believes that given the current structure on the Board with a Lead Independent Director, and with all the Board Committees comprising Independent Directors, there is adequate level of independence in the Board. The NC will be proposing a new composition of the Board after the completion of its rights issue if approved by the Singapore Exchange Regulation to ensure compliance with the Listing Rules and the Code of Corporate Governance.

Provision 2.4
Composition and Competence of the Board

The Board currently comprises five members. The current Board members comprise persons who, as a group, possess diverse skills and experience, and core competencies such as finance and/or accounting, business management, industry knowledge and strategic planning.

The Company has a Board diversity policy to ensure that the Board has an appropriate level of diversity of thought and background to enable wider perspectives which encourage more effective discussions and better decision-making.

The NC with the Board's endorsement has set the following targets to enhance Board diversity:

Skills and experience

For skill diversity, the Board's target to have a mix of core competencies with a minimum of 1 Director with the necessary industry knowledge and 2 Directors with accounting and/or finance related knowledge.

The NC has reviewed the diverse skills, experience and attributes of the Directors and viewed that the Board has met its skill and experience diversity target.

Core Competencies	**Number of Directors**	**Proportion of Board**
– Accounting and/or finance related	2	40%
– Business management	5	100%
– corporate governance	4	80%
– Relevant industry knowledge or experience	2	40%
– Strategic planning experience	5	100%

Gender

The Board is supportive of inclusion of gender representation on the Board to enhance Board diversity. The Board targets to have a female director to include gender diversity on the board in the next board renewal where applicable. The targets for skill diversity and gender diversity should complement each other. The Board does not wish to make an appointment solely as token representation. A new director regardless of gender should offer diversity in perspective for effective board leadership.

Provision 2.5
Role of Non-Executive Directors

At Board and committee meetings as well as at informal meetings held in the course of the year, the Non-Executive Directors participated in the review and discussion of matters placed before them, including business strategies and proposals put forward by management. The Non-Executive Directors reviewed the matters, provided comments, raised questions and sought clarifications on the bases, assumptions and justifications, and, where appropriate, raised modified or alternative scenarios or approaches for consideration and debate. The Non-Executive Directors served as a constructive sounding board to the Management's ideas and proposals, drawing upon their expertise and experience. As part of the Board, they help monitor Management's progress in implementing agreed plans and business strategies.

For the year under review, the Non-Executive Directors have on various occasions held discussions among themselves without the presence of Management to consider issues relating to business strategy and operational developments. Following the discussions, inputs and proposals will be presented to the Board and Management. The Management has ready access to the Directors for guidance and exchange of views both within and outside the formal confine of the Board and Board committee meetings.

CHAIRMAN AND CHIEF EXECUTIVE OFFICER

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

Provisions 3.1 and 3.2
Separate role of Chairman and Chief Executive Officer

Mr Sun Quan was appointed Executive Chairman and Chief Executive Officer ("CEO") effective from 15 Mar 2022 following the acquisition of MTBL Global Pte Ltd ("MTBL") under the Company's transformation process and diversification into the new core food and beverage business. On 1 August 2024, Mr Qiu Peiyuan was appointed Joint Executive Chairman and Joint CEO effective from 1 August 2024, with Mr Sun re-designated as Joint Executive Chairman and Joint CEO.

The roles of Mr Qiu and Mr Sun as Joint Chairmen are separate and distinct from their roles as Joint CEOs.

The Board recognises the Code's recommendation that the Chairman and the Chief Executive Officer should be separate persons to ensure an appropriate balance of power and authority, increased accountability, and greater capacity of the Board for independent decision making. Mr Qiu and Mr Sun jointly make decisions pertaining to all Company matters without individual full decision-making authority so as to provide checks and balances.

As stated in the Company's announcement on 5 August 2024, the present arrangement of Joint Chairmen and Joint CEOs is transitory given the current circumstances of the Company which is to ensure successful and complete execution of the rights issue once approved by the Singapore Exchange Regulation. The NC and the Board are proactively preparing to constitute a new executive management leadership upon successful completion of the rights issue so as to bring the business development of Ascent Bridge to a greater height.

The responsibilities of the Joint Chairmen include:

- scheduling of meetings (with assistance from the Company Secretary) to enable the Board to perform its duties responsibly while not interfering with the flow of the Group's operations;

- preparing meeting agenda;

- reviewing most board papers before they are presented to the Board;

- promoting openness and candour among the Directors to ensure effective participation and contribution by the Directors in meetings and in communications among the Board and between the Directors and Management; and

- promoting corporate governance.

Provision 3.3
Lead Independent Director

Dr Tan Khee Giap is the Lead Independent Director of the Company. As Lead Independent Director, Dr Tan is the principal liaison on Board issues between the Independent Directors and the Chairman. He is available to shareholders where the normal channels of the Joint Executive Chairmen and CEOs or CFO failed to resolve their concerns or was inappropriate. The independent directors, led by the Lead Independent Director, would meet amongst themselves without the presence of the other Directors and the Lead Independent Director would then provide feedback, if any, to the Joint Executive Chairmen after the meetings.

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

Provisions 4.1 and 4.2
Nominating Committee

The NC comprises three members, majority of whom are Non-Executive Directors and the Chairman is an Independent Director. The members of the NC are:

Chairman	Dr Tan Khee Giap	(Lead Independent Director)
Member	Mr Siow Chee Keong	(Independent Director)
Member	Mr Qiu Peiyuan	(Executive Director)

The NC operates in accordance with its terms of reference, which set out the key functions of the NC as follows:

a) review and recommend the nomination or re-nomination of Directors (including Independent Directors of the Company);

b) determine annually whether a Director is independent, in accordance with the guidelines in the Code;

c) review Board succession plans for Directors, in particular, the appointment and/or replacement of the Chairman, CEO and key management personnel;

d) develop a process for evaluation of the performance of the Board, its committees and Directors, and undertake assessment of the effectiveness of the Board, Board Committees and individual Directors, including reviewing multiple board representations of Directors;

e) review the training and professional development programs for the Directors;

f) review the composition of the Board to consider if the Board possesses the appropriate mix of expertise and experience, and whether, collectively, it possesses the necessary core competencies for effective functioning and informed decision-making. Where appropriate, the NC will consider new appointments or Board renewal as part of its review of Board succession plans for Directors. The NC will also review succession planning for the CEO.

<u>Succession planning</u>

The NC is responsible for reviewing Board succession plans and will seek to refresh the Board membership in an orderly manner where it deems it necessary. The NC will also ensure that the Company has succession planning for its Executive Directors and key management personnel, including appointing, training and mentoring successors.

Provision 4.3
***Process for the* Selection, Appointment of New Directors**

When it is required to source and appoint a new Director to the Board, the NC would, in consultation with the Board and management, identify the core competencies in terms of the skills and experience that such a candidate should possess. The Company would then source for candidates who would meet the established criteria through a network of contacts. Where necessary, external consultants would be engaged. The NC will review the candidates' curriculum vitae and background, including references, and conduct interviews with short-listed candidates to assess their suitability and capacity to contribute to the needs of the Board. The selected candidate will be nominated to the Board for consideration and approval for appointment as a Director.

The Constitution of the Company requires one-third of the Board to retire from office at the annual general meeting ("**AGM**") of the Company. Pursuant to the Constitution, Dr Tan Khee Giap is to retire and be eligible for re-election at the forthcoming AGM. Dr Tan has consented to re-election. Taking into consideration Dr Tan's participation, conduct and exercise of independent judgment at the Board and Committee meetings, the NC has recommended to the Board his re-election at the forthcoming AGM. The Board has accepted the NC's recommendations. Dr Tan abstained from the NC's and Board's deliberation and decision pertaining to his re-election.

The Constitution of the Company requires a Director appointed by the Board to retire and be eligible for re-election at the first AGM following his appointment. Accordingly, Mr Luke Anthony Furler who was appointed on 28 May 2024 will retire at the forthcoming AGM pursuant to the Constitution and seek re-election at the forthcoming AGM. The NC has recommended his re-election which was accepted by the Board.

In accordance with the Listing Rules of SGX-ST, the information as set out in Appendix 7.4.1 of the Listing Manual in respect of Dr Tan and Mr Furler are provided in the "Directors' Information" section of this Annual Report.

Provision 4.4
Determining Directors' Independence

The NC has conducted an annual review of the independence of the Independent Directors, using the criteria of independence in the Listing Rules of SGX-ST and as set out under Provision 2.2 of the Code, and taking into consideration their participation in Board and Committee discussions and deliberations, and their exercise of judgment in the discharge of their duties as directors, has ascertained that they are independent.

Guideline 4.4
Multiple Board Representations

The NC ensures that new directors are aware of their duties and obligations and will be able to devote sufficient time in discharging them. In assessing a Director's commitment to devote sufficient time and attention to the affairs of the Company in discharge of his duties, the Board is of the view that it would not be appropriate to set a limit on the number of listed company board representations that a Director may hold. Each Director should personally determine the demands of his competing directorships and obligations and ensure that sufficient time and attention is given to the affairs of the Group. The Board is of the view that it is more appropriate to consider and assess if a Director has been able to devote sufficient time and attention to the affairs of the Company. In this respect, the Board, having reviewed each Director's involvement and participation in meetings of the Board, and Committees, where applicable, is satisfied that each Director is able to and has been adequately carrying out his duties as a Director of the Company. The NC would continue to review from time to time the Board representations and other principal commitments of each Director to ensure that the Directors continue to be able to meet the commitment of time, attention and diligence required from each Director in the discharge of their duties as a director of the Board.

There are currently no Alternative Directors on the Board.

Details of the Directors' principal commitments and outside directorships are set out in the "Board of Directors" section of this Annual Report.

BOARD PERFORMANCE

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

Provisions 5.1 and 5.2
Conduct of Board Performance

The NC carried out an evaluation exercise to assess the performance of the Board and Board Committees as well as the contributions of each Director to the effectiveness of the Board. The assessment carried out was based on the framework and process that the Board has adopted.

This process entailed having each Director completes a performance evaluation to assess the performance and effectiveness of the Board and of each Board Committee in key aspects of the functions and responsibilities of the Board and Board Committees. It also included a self-assessment by each Director of his own performance as a Director. The Company Secretary compiled the evaluation into a consolidated report which was submitted to the NC.

The NC reviewed and discussed the results of the evaluation at a meeting of the NC. The Board received a report of the NC's deliberations on the matter and discussed areas where enhancements could be considered.

Performance Criteria for Evaluation of Board and Board Committees

The performance criteria cover various aspects of Board performance, including Board's level of governance, effective delegation to the Board committees, leadership and accountability, conduct of meetings, involvement in strategy formulation, risk management and internal controls, and communication with stakeholders. The performance criteria for each Board Committee cover skills and knowledge of committee members to carry out their functions of the committee, communication with management, conduct of committee meeting, pro-activeness in attending to matters within the committee's terms of reference and reporting to the Board.

Evaluation of the Board and Board Committees

For the year under review, based on the consolidated results of evaluation and the discussion at the NC meeting, the NC is satisfied that the Board and its Board Committees have been effective in the discharge of their duties and that the directors have each contributed to the effectiveness of the Board and Board committees. The Board received a report of the NC's deliberations on the matter, and also discussed areas where enhancements could be considered.

Evaluation of Individual Director

The NC evaluated individual Directors' performance in the year under review. The assessment of individual Director encompassed his knowledge of the Group's business and operations, business acumen, knowledge of corporate governance, contribution and engagement, communication and integrity. In respect of a Director who has multiple board representations, the NC reviewed the Director's participation in the Board and Committee meetings and his contributions to the discussions and decision making to assess if he has been adequately carrying out his duties as a Director of the Company.

Taking into account the report and assessment of the NC, the Board is satisfied that each Director has discharged their duties satisfactorily and has devoted sufficient time and resources to the affairs of the Company.

The Company does not use any external professional facilitator for the assessment of the Board, Board Committees and individual Directors. It will consider the use of such a facilitator as and when it considers it necessary.

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

Provisions 6.1 and 6.2
Remuneration Committee

The RC comprises three members.

Chairman	Mr Siow Chee Keong	(Independent Director)
Member	Dr Tan Khee Giap	(Lead Independent Director)
Member	Mr Qiu Peiyuan	(Executive Director)

As stated in the foregoing, the NC will be proposing a new composition of the Board. The RC will be reconstituted with all Non-Executive Directors, the majority of whom including the chairman will be independent in compliance with the Code.

The RC carried out its duties in accordance with the terms of reference approved by the Board and which included the following:

a) review and recommend to the Board a framework for remuneration for the directors and key management personnel of the Company.

b) review and recommend Directors' fees for approval at the AGM.

c) determine specific remuneration packages for each Executive Director as well as key management personnel.

d) review the Group's obligations arising in the event of termination of the Executive Directors' and key management personnel's contracts of service, to ensure that such contracts of service contain fair and reasonable termination clauses which are not overly generous.

e) review the remuneration of employees who are immediate family members of a director or the CEO to ensure that the remuneration of each such employee is commensurate with his or her duties and responsibilities, and no preferential treatment is given to him or her.

The Company has in place a framework for the Directors' and Executives Officers' remunerations recommended by the RC and which the Board had approved. Each year, the RC would review and determine the specific remuneration package for each Executive Director, taking into consideration the Company's annual performance. The RC would also review and recommend Directors' fee to be paid and submit it for the Board's review and approval.

Provision 6.3
Review of remuneration

During the year under review, the RC reviewed and recommended the remunerations of the Executive Directors. The remuneration includes, but are not limited to Directors' fee, salaries, allowances, bonus, ex-gratia payments, options and benefits in kind. The RC's recommendations were submitted for endorsement by the Board. No member of the RC or any Director was involved in the deliberations and decision in respect of any remuneration, compensation, options or any form of benefits to be granted to him.

The RC also reviewed the remuneration of key management personnel.

The Executive Directors and key management personnel have service agreements or employment contracts with the Company which can be terminated by either party giving notice of resignation/termination. Each appointment is on a continuing basis and not subject to onerous removal clauses.

Provision 6.4
Engagement of remuneration consultants

The RC is provided with access to expert professional advice on remuneration matters as and when necessary. The expenses of such service shall be borne by the Company.

In 2022, the Company engaged a human resource consultant to review the competitiveness of the remuneration packages for key management personnel and staff. Based on the consultant's recommendations, salary benchmarking adjustments were effected to ensure that remuneration of key management personnel and staff remain competitive.

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.

Provision 7.1
Remuneration of Executive Directors and Key Management Personnel

The Executive Directors and key management personnel have service agreements. The service agreements cover the terms of employment, salaries and a variable bonus, which is tied to the level of the group profits, and other benefits.

The RC considers that the level and structure of remuneration of the Executive Directors is aligned with the long-term interest and risk policies of the company, and is appropriate, in the Company's current financial circumstances, and are adequate to attract, retain and motivate the key management personnel to successfully manage the Company.

There are no contractual provisions in the Company's service agreements or employment contracts that would enable the Company to reclaim incentive components of remuneration from Executive Directors and key management personnel. The Board is of the view that as the Group pays performance bonuses based on the actual performance of the operating unit (and not on forward-looking results) as well as the performance of the individual employee, it may not be essential or appropriate to incorporate "claw-back" provisions in the service agreements.

Provision 7.2
Remuneration of Non-Executive Directors

The Non-Executive Directors have no service contract. In setting remuneration packages, the RC will take into consideration the director fee levels within the industry and in comparable companies. The Company submits the proposed quantum of Directors' fee each year to the shareholders for approval at each AGM.

The RC has reviewed the fee structure for the Directors taking into account their responsibilities and work commitments, as well as the operating and financial performance of the Company. The proposed Directors' fee will be subject to shareholders' approval at the Company's forthcoming AGM.

Provision 7.3
Appropriate remuneration to attract, retain and motivate key management personnel and Directors

The RC is satisfied that the remuneration structure of the Executive Directors and key management personnel as described under Provision 7.1 and that for the Non-Executive Directors as described under Provision 7.2 are appropriate to attract, retain and motivate the Directors to continue in their role as stewards of the Company and the key management personnel to contribute to the performance of the Group.

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

Provision 8.1
Remuneration Report

Remuneration of Directors and the CEO

The remuneration paid to or accrued to each individual Director for FY2024 is as follows:

	Fee %	Salary %	AWS %	Other benefits %	Total %
Between S$500,001 to S$750,000					
Mr Sun Quan	13.12	86.88	0.00	0.00	100.00
Between S$250,001 – S$500,000					
Up to S$250,000					
Mr Siow Chee Keong	100.00	0.00	0.00	0.00	100.00
Mr Chua Wei Ming	100.00	0.00	0.00	0.00	100.00
Mr Richard Andrew Smith	100.00	0.00	0.00	0.00	100.00
Dr Tan Khee Giap	100.00	0.00	0.00	0.00	100.00
Mr Qiu Peiyuan	100.00	0.00	0.00	0.00	100.00

Directors' remuneration is disclosed on a named basis in bands of S$250,000 each and not fully along with the mix of the fixed and variable components, in the interest of the Company to maintain confidentiality of its remuneration policies.

While the exact remuneration of the Executive and Non-Executive Directors are not given, the level and composition of the Executive and Non-Executive Directors' remuneration packages expressed in percentage terms are provided as above. The Company believes that such disclosure will balance the interest of the Company and provide shareholders with an adequate appreciation of the Executive and Non-Executive Director's remuneration packages and is consistent with the intent of Principle 8 of the Code.

Remuneration of Key Management Personnel (who are not Directors or CEO)

Remuneration of key executives (who are not directors or the CEO) for FY2024 covering the period from 1 April 2023 to 31 March 2024 are set out in bands of S$250,000.

	Fee	Salary	AWS	Other benefits	Total
	%	%	%	%	%
Up to S$250,000					
First Executive	0.00	100.00	0.00	0.00	100.00
Second Executive	0.00	100.00	0.00	0.00	100.00

The aggregate remuneration including basic/fixed salary, variable bonuses, benefit-in-kinds, allowances etc. paid to the only top two key management personnel (who are not Directors or the CEO) for FY2024 covering the period from 1 April 2023 to 31 March 2024 were $ 400,100.

Given the keen competition for talents in the industry, coupled with sensitivity with regard to the remuneration of individual staff, the Company has only disclosed the remuneration mix and remuneration band of each key management staff, on an unnamed basis. The manpower landscape of the electronic and food and beverage industries in Singapore and the region has become more competitive in the recent years and as such any information on remuneration for key management staff could be used by competitors to poach talents which are critical for efficient manufacturing operation of the electronic end products.

The Board is of the view that the information disclosed would be sufficient for shareholders to have an adequate understanding of the Company's remuneration policies and practice, and the broad remuneration level of the key management staff. The Board believes that the disclosure provided is in the interest of the Company. Loss of key management personnel involves considerable time and costs in seeking replacement and time for new key management personnel to be inducted into the operational processes which would impact the Company's competitiveness. The Company believes the above disclosure provides a balance between the interest of the Company and provision of information to shareholders and is consistent with the intent of Principle 8 of the Code.

Provision 8.2
Remuneration of employees who are substantial shareholders or immediate family members of a substantial shareholder, Director or the CEO

There is no employee who is a substantial shareholder or an immediate family member of a Director or the CEO and whose remuneration exceeds S$100,000.

Provision 8.3
Employee Share Scheme

Ascent Bridge Performance Share Plan

The Company has adopted the Ascent Bridge Performance Share Plan ("ABPSP") which is intended to serve as a means to incentivize staff to achieve higher performance goals and to recognize exceptional achievement as well as to reward, retain and motivate employees. The ABPSP was approved by the shareholders at the Extraordinary General Meeting held on 28 April 2014 and has expired on 27 April 2024. During the duration of the ABPSP, no shares have been granted thereunder.

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
Risk Management and Internal Controls System

The Board is responsible for the governance of risk, including determining the nature and extent of the significant risks which the company is willing to take. The ARC functions as an audit committee and risk committee. As a risk committee, it has the responsibility to oversee the Company's risk management framework and policies.

Risk-based internal audits are carried out with the primary objectives of:

a) assessing if adequate systems of internal controls are in place to protect the funds and assets of the Company and to control commitment and disbursement of expenditure and other outlay;

b) assessing if operations of the business processes under review are conducted efficiently and effectively, and in compliance with the Company's internal procedures and controls; and

c) identifying internal control improvement opportunities.

Provision 9.2
Assurances to the Board

The Board has received the following assurances from the CEO and CFO that as at 31 March 2024 the financial records have been properly maintained and the financial statements give a true and fair view of the Group's operations and finances; and that the Group's risk management and internal control systems were adequate and effective to address key financial, operational, compliance and information technology risks.

Board's Comment on Adequacy and Effectiveness of Internal Controls

Based on the review of the key risks identified, and the internal controls established and information maintained by the Group, statutory audit review by the external auditors, the findings of the internal audit carried out, and the assurances from the CEO and the CFO on the effectiveness of the Group's risk management and internal control systems, and their assurance that the financial records have been properly maintained and that the financial statements give true and fair view of the Group's operations and finances, as well as reviews performed by management, various Board Committees and the Board, the Board is of the opinion that the Group's risk management and internal control systems, including financial, operational, information technology and compliance controls, addressing financial, operational, technology and compliance risks as at 31 March 2024 were adequate and effective, save for risk relating to business continuity of operations where the risk management system could be enhanced. In the Company's announcements relating to its rights issue, placement issue and bridging loan ("fund raising activities"), these fund raising activities are needed to overcome its liquidity issues and provide funding for the Company to continue to be viable and move forward to enter into the joint venture into the China baijiu market (as announced) for growth. The Company is pending the approval of the Singapore Exchange Regulation to its placement issue and rights issue. Once the rights issue is completed, the Company will look into strengthening its risk management systems with a business continuity management plan. The ARC concurs with the Board.

AUDIT & RISK COMMITTEE

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

Provisions 10.1 and 10.2
ARC Membership

The ARC comprises the following two independent directors and an executive director:

Chairman	Mr Siow Chee Keong	(Independent Director)
Member	Dr Tan Khee Giap	(Lead Independent Director)
Member	Mr Qiu Peiyuan	(Executive Director)

As stated in the foregoing, the ARC will be proposing a new composition of the Board. The ARC will be reconstituted with all Non-Executive Directors, the majority of whom including the Chairman will be independent in compliance with the Code.

Expertise of ARC Members

The ARC members bring with them extensive professional expertise in the accounting and financial management domains. The Chairman of the ARC, Mr Siow is qualified as a Chartered Certified Accountant and is a non-practicing member of the Institute of Singapore Chartered Accountants. The other members of the ARC have many years of experience in business management, finance and regulatory compliance. The ARC members are kept updated on new accounting and auditing standard through briefings by the external auditors. The Board is satisfied that the members of the ARC have recent and relevant accounting or related financial management expertise or experience to discharge the ARC's functions.

The experience and qualifications of the ARC members are set out in the Directors' Profile section of the annual report.

The ARC functions under the terms of reference approved by the Board, and its responsibilities include:

a) reviewing with the external auditors the audit plan, their evaluation of the system of internal accounting controls, their audit report, their management letter and the management's response;

b) reviewing with the internal auditor its internal audit plans and internal audit findings;

c) reviewing the half-yearly and annual financial statements and results announcements before submission to the Board for approval, focusing in particular, on significant financial reporting issues and judgements, changes in accounting policies and practices, major risk areas, significant adjustments resulting from the audit, the going concern statement, compliance with accounting standards as well as compliance with any stock exchange and statutory/regulatory requirements so as to ensure the integrity of the financial statements of the Company;

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

e) reviewing and discussing with the external auditors any suspected fraud or irregularity, or suspected infringement of any relevant laws, rules or regulations, which has or is likely to have a material impact on the Company's operating results or financial position, and the management's response;

f) reviewing the assurance from the CEO or the Chairman (in the absence of an CEO) and the CFO on the financial records and financial statements;

g) reviewing at least annually the adequacy and effectiveness of the company's internal controls and risk management systems;

h) reviewing the adequacy, effectiveness, independence, scope and results of the external audit and the company's internal audit function;

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

j) reviewing interested person transactions falling within the scope of Chapter 9 of the Listing Manual;

k) reviewing potential conflicts of interest, if any;

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

m) generally undertaking such other functions and duties as may be required by the statute or the Listing Manual, or by such amendments as may be made thereto from time to time.

The ARC has the power to conduct or authorize investigations into any matters within the ARC's scope of responsibility. The ARC is authorized to obtain independent professional advice if it deems it necessary in the discharge of its responsibilities. Such expenses are to be borne by the Company.

Each member of the ARC shall abstain from voting on any resolutions in respect of matters he is interested in.

In connection with the audit for FY2024, the auditors have given a disclaimer of opinion on the basis that (i) they were unable to obtain sufficient evidence with respect to certain key assumptions and assumptions used in the impairment assessments of assets covering goodwill, property, plant and equipment, rights-of-use assets, intangible assets, derivative instrument, and the related cost of investment in subsidiaries and amount due from subsidiaries at Company level due to lack of historical trend of business and lack of supportable information on the business growth assumptions and the ability to generate operating cash flows, (ii) they were unable to assess the timing or the extent of recoverability of amounts due from a related party, deposits and prepayment amounting to about $10.4 million and (iii) due to lack of supportable information on the business growth assumptions, including ability to generate expected operating cash flows, they were unable to conclude on the appropriateness of the key assumptions used in management's cash flow projection; the outcomes of the Group and the Company's business and funding plans were also inherently uncertain and could not be reliably determined. Accordingly, the auditors were unable to conclude on the appropriateness of the going concern assumption used in the preparation of the financial statements.

For details of the auditors' opinion, please refer to the announcement released on 7 December 2024.

The ARC and the Board had reviewed with management and supported the view that the Group and the Company would be able to continue as a going concern for at least 12 months from the date of financial statements and its ability to meet its obligations as and when they fall due during this period which is dependent on:

i) Successful completion of the Rights issue;

ii) Securing short-term financing solution; and

iii) Generation of positive cash flows for the next 12 months

Independence of External Auditors

The ARC had reviewed and was satisfied that the engagement of Ernst & Young LLP as the external auditors of the Company and of its subsidiaries and the engagement of other suitable audit firms for its foreign subsidiaries was in compliance with Rules 712, 715 and 716 of the Listing Manual. The ARC reviews the independence of the external auditors annually. Having reviewed the range and value of non-audit services performed by Ernst & Young LLP, the ARC was satisfied that the nature and extent of such services would not prejudice the independence and objectivity of the external auditors. The ARC has recommended that Ernst & Young LLP be re-appointed as Auditors subject to approval of shareholders at the forthcoming AGM.

Whistleblowing

The ARC is responsible for oversight and monitoring of any whistleblowing matters.

The Company has in place a channel for a whistleblower to raise concerns to his or her supervisors, Human Resources Department or ARC members of the Company.

All whistleblowing reports will be handled confidentially. The identity of the whistleblower making the allegation will be kept confidential and confined to disclosures on a need-to-know basis to the ARC, the investigating team, the Board of Directors of the Company; and any party to whom the identity of the whistleblower is required to be disclosed by law.

Investigation to be carried out on a whistleblowing report will be referred to the ARC who shall nominate an independent investigation team to conduct the investigation. All members of the investigation team shall be independent and conduct the investigation impartially. Depending on the nature of the whistleblowing matter or information provided, the investigation team (upon approval from the ARC) may consult external professionals with relevant knowledge or experience to assist with the investigation.

The Company will not tolerate the harassment or victimisation of anyone reporting a genuine concern. Furthermore, no person should suffer reprisal as a result of reporting a genuine concern, even if they turn out to be mistaken. If the whistleblower has suffered adverse treatment, harassment or victimisation as a result of his or her disclosure, he or she should submit a formal complaint under the grievance procedure to the Human Resource Department and any higher authority, as appropriate. An investigation may take place and disciplinary action may be taken against any person who attempts to impede, prevent, or obstruct a whistleblowing report from being made or an investigation from being carried out; or harass or victimise the whistleblower or subject the Whistleblower to detrimental or unfair treatment

Following investigation and evaluation of a compliant, the ARC Chairman shall report to the Board on whistleblowing matters which may have a material impact to the Company's financial statements, internal controls or risk management. The action determined by the ARC to be appropriated shall be brought to the Board or to appropriate members of the senior management for authorization and implementation respectively.

Provision 10.3
Partners or Directors of the Company's Auditing Firm

No former partner or director of the Company's existing auditing firm or auditing corporation is a member of the AC.

Provision 10.4
Internal Audit Function

The Company outsourced the internal audit function to CLA Global TS Risk Advisory Pte Ltd, which is independent of the Company's Directors and management. The internal auditors report to the Chairman of the ARC. The ARC is satisfied that the internal audit function is independent and adequately resourced. There was an internal audit carried out in FY2024. The ARC reviewed the report of the internal audit carried out and the findings as well as any remedial actions to be taken by Management to address any inadequacies identified by the internal auditor.

Risks arising from the Group's financial operations are separately discussed in Note 35 to the Financial Statements on pages 88 to 95.

Adequacy and Effectiveness of Internal Controls and Risk Management Systems

For FY2024, the Board has received letters of assurance from the CEO and the CFO that the financial records had been properly maintained and that the financial statements gave a true and fair view of the Group's operations and finances, and regarding the effectiveness of the Company's risk management systems and internal controls system.

In assessing the effectiveness of internal controls, the ARC's key objectives are to check that material assets are properly safeguarded, fraud or errors in the accounting records are prevented or detected, accounting records are accurate and complete, and reliable financial information is prepared in compliance with applicable internal policies, laws and regulations.

The ARC has reviewed the Company's internal control assessment and based on the internal audit report, the external auditors' reports, the assurance from the CEO and CFO that the internal controls in place, it is satisfied that its internal controls (including operational, financial, compliance and information technology controls) are adequate and effective to meet the needs of the Group in its current business environment, save for risk of business continuity of operations where the risk management system could be enhanced, as elaborated under Provision 9.2.

Provision 10.5
Meeting with external and internal auditors without presence of the Management

The ARC meets with both the internal and external auditors without the presence of the Management at least once a year. The ARC met once with the external and internal auditors without the presence of the Management to provide a forum for the external and internal auditors to exchange views and information in confidence regarding or arising from their audit.

SHAREHOLDER RIGHTS AND ENGAGEMENT

SHAREHOLDER RIGHTS AND CONDUCT OF GENERAL MEETINGS

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

Provision 11.1
Providing Opportunity for Shareholders to Participate and Vote at General Meetings

The Company's AGM, and Extraordinary General meeting ("**EGM**") when that is required to be held for specific purpose, are the principal forums for dialogues with shareholders.

Shareholders are encouraged to attend AGM / EGM to stay apprised of the Group's business developments, strategy and goals, and to seek additional information or clarifications on the Company's business and operations. Notice of the meetings will be advertised in newspapers and announced on SGXNET at least 14 days before the meeting so that sufficient notice of meeting is given to shareholders to attend the meeting or appoint proxies to attend and vote in their stead.

All resolutions at general meetings are put to a vote by poll to allow greater transparency and more equitable participation by shareholders. Voting and vote tabulation procedures are disclosed at the general meetings. The total number of votes cast for, or against, each resolution will be announced to shareholders at the general meetings. An independent scrutineer firm would be present to validate the votes at the last general meetings. The results of the poll voting on each resolution to be tabled at the general meetings, including the total number of votes cast for or against each resolution, would also be announced after the said meetings via SGXNet.

The forthcoming AGM will be held physically and in accordance with the requirements of the Companies Act and Listing Manual, in particular Practice Note 7.5 of the Listing Manual. Shareholders can submit questions in advance of the AGM by post or email to the Company and on the day they attend the meeting. The Company will endeavour to address all substantial and relevant questions and if received by the prescribed deadline in the Notice of AGM, prior to the meeting. For substantial and relevant questions received after the prescribed deadline, the Company will endeavour to address them together with questions raised at the Annual General Meeting.

Provision 11.2
Separate resolutions at general meetings

The Company will have separate resolutions at general meetings on each distinct issue. For resolutions that are special business, explanations will be given in the accompanying notes to the Notice of the AGM. For resolutions on the election or re-election of directors, information on the Directors as set out in Appendix 7.4.1 of the Listing Manual is provided in this Annual Report.

Provision 11.3
Attendance of Directors and auditors at general meetings

The chairperson of each Board Committee was present at the meeting to address shareholders' queries. The external auditors were also present to assist the Board in addressing any relevant queries from the shareholders.

Provision 11.4
Absentia voting

The Company's Constitution allows a member (other than a relevant intermediary as defined in section 181 of the Companies Act) to appoint one or two proxies to attend and vote at its general meetings on his behalf in his absence. The Companies Act allows relevant intermediaries which include CPF and/or SRS Approved Nominees to appoint multiple proxies and empower CPF and/or SRS investors to attend and vote at general meetings of the Company as their CPF Approved Nominees' proxies. This would enable holders of shares purchased through CPF Investment Scheme to attend and exercise their voting right at general meetings. A CPF or SRS Investor who is unable to attend the AGM but who would like to vote may inform his CPF or SRS Approved Nominees to appoint the Chairman of the Meeting to act as his proxy.

Provision 11.5
Minutes of general meetings

The Company prepares minutes of general meetings detailing the proceedings and questions raised by shareholders and answers given by the Board and Management. The minutes will be published in the Company's corporate website at https://www.ascentbridge.com.

Provision 11.6
Dividends

The details of dividend payment, if any, would be disclosed via the release of the announcements through SGXNET. The Company does not have a policy on payment of dividend. The Board will consider the Group's operating and financial results, its level of cash and retained earnings and projected capital expenditure and investments when deciding whether to propose the payment of a dividend.

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

Provision 12.1
Avenues for communication between the Board and shareholders

In accordance with the Listing Rules of the SGX-ST, the Board's policy is to make timely public announcement of all major developments that may have a material impact on the Group. The Company does not practice selective disclosure and price sensitive information is publicly released on an immediate basis where required under the Listing Rules.

Information is disseminated to shareholders on a timely basis through:

a) SGXNET announcements and news release;

b) Annual Report prepared and issued to all shareholders;

c) Press release on major developments of the Group;

d) Notice of and explanatory memorandum for annual and extraordinary general meetings; and

e) Company's website at https://www.ascentbridge.com where shareholders can access information on the Group.

The Company's AGM is a forum for the shareholders to engage the Board to ask questions on the resolutions tabled at the AGM and to express their views.

The Company will consider the use of other forums such as analyst briefings as and when appropriate.

Provisions 12.2 and 12.3
Investor Relations

The Company's investor relations policy is to communicate with its shareholders and the investment community through the timely release of announcements to the SGX-ST via SGXNET. The Company does not practice selective disclosure and price-sensitive and/or trade-sensitive information are publicly released on an immediate basis where required under the Listing Rules.

Price-sensitive and/or trade-sensitive information will be publicly released either before the Company meets with any group of investors or analysts or simultaneously with such meetings. Financial results and annual reports are announced or issued within legally prescribed periods. The Board seeks to ensure timely and full disclosure of material corporate developments to shareholders. The Board also reviews regulatory compliance reports from management to ensure that the Group complies with the relevant regulatory requirements.

To further enhance its communication with the investors, the Company's website allows the public to have access to information on the Group including the Company's announcements made to the SGX-ST and the contact email, enquiry@ascentbridge.com

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
Engage with its material stakeholder groups

The Group's material stakeholders are its shareholders, customers, employees, business partners and the community and the Company engages with them through its sustainability initiatives and corporate social responsibility programmes as set out in its Sustainability Report for FY2023 posted on SGXNET on https://www.ascentbridge.com.

The Group's sustainability efforts are guided by our Board of Directors. The Board ensures that sustainability thinking is integrated into the Group's strategies, and provides direction for the formulation of policies and best practices. The senior management team and department heads are jointly responsible for the execution of sustainability in the Group's daily operations. The key areas of focus in relation to the management of stakeholder relationships are corporate governance, social responsibility and sustainable environment.

Please refer to the Sustainability Report for FY2023 for details. The Company will release its Sustainability Report for FY2024 by end December 2024, and make available its Sustainability Report on SGXNet and on the Company website.

Provision 13.3
Corporate website to communicate and engage with stakeholders

The Group maintains a corporate website at https://www.ascentbridge.com which stakeholders can access information on the Group. The website provides, inter alia, corporate announcements, press releases and profiles of the Group. Shareholders and stakeholders are provided with an investor relations contact at enquiry@ascentbridge.com.

OTHER CORPORATE GOVERNANCE MATTERS

Interested Person Transactions

Name of Interested Person	Nature of Relationship	Aggregate value of all interested person transactions during the financial year under review (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 shareholder's mandate pursuant to Rule 920 (excluding transactions less than S$100,000) 1
Nil	Nil	Nil	NA

STATEMENT OF CORPORATE GOVERNANCE

There were no interested person transactions conducted during FY2024

The Company does not obtain a shareholders' mandate for interested person transactions.

DEALINGS IN SECURITIES

In line with SGX-ST Listing Rule 1207(19) on Dealings in Securities, the Company has in place a policy prohibiting share dealings by Directors and employees of the Company for the period of one month before the announcement of the Company's half yearly and yearly financial statements. Directors and employees who are in possession of unpublished material price-sensitive and trade-sensitive information of the Group should not deal in the Company's securities on short term consideration and are expected to observe the insider trading laws at all times even when dealing in securities outside the restricted trading period.

Two weeks before each non-dealing period, the Company Secretary will notify the Directors and CEO of the Company's share trading prohibition policy and the management of the Company will also ensure that employees of the Group are duly informed of the same.

The Company has complied with the best practice pursuant to Listing Rule 1207(19)(c) in not dealing in its own securities during the restricted trading periods.

MATERIAL CONTRACTS

The Company has not entered into any contract during the financial year that involved the interests of the Chief Executive Officer, a Director or the controlling shareholder.

DIRECTORS' INFORMATION

Information on Directors to be re-elected at the forthcoming annual general meeting as set out in Appendix 7.4.1 pursuant to Rule 720(6) of the SGX-ST Listing Manual.

Name	Tan Khee Giap	Luke Anthony Furler
Date of appointment	15-Jan-2022	28-May-2024
Date of last re-appointment (if applicable)	28-Apr-22	N.A.
Age	67	44
Country of principal residence	Singapore	Singapore
The Board's comments on this appointment (including rationale, selection criteria, and the search and nomination process)	The re-election of Dr Tan Khee Giap as Lead Independent Director was recommended by the Nominating Committee and the Board has accepted the recommendation, after taking into consideration his qualifications, expertise, past experiences and overall contribution since his appointment.	The re-election of Mr Luke Anthony Furler as Non-Executive and Non-Independent Director was recommended by the Nominating Committee and the Board has accepted the recommendation, after taking into consideration his qualifications, expertise, past experiences and overall contribution since his appointment.
Whether re-election is executive, and if so, the area of responsibility	The appointment is Non-executive.	The appointment is Non-executive.
Job title (e.g. Lead ID, AC Chairman, AC Member etc)	Lead Independent Director, Chairman of Nominating Committee, Member of Audit & Risk and Remuneration Committees	Non-Executive and Non-Independent Director
Professional qualifications	PhD (Monetary Economics), University of East Anglia, United Kingdom	- Institute of Chartered Accountants, Australia and New Zealand (CAANZ) - Hong Kong Institute of CPA's (HKICPA) - Institute of Chartered Accountants of England and Wales - Licensed Insolvency Practitioner, Singapore (Ministry of Law) - Licensed Insolvency Practitioner, Dubai (DIFC) - Qualified Mediator, Singapore Mediation Centre, Singapore - Associate Mediator, International Mediation Institute, The Hague - Master of Accounting - Bachelor of Science (Psychology)

DIRECTORS' INFORMATION

Name	Tan Khee Giap	Luke Anthony Furler
Working experience and occupation(s) during the past 10 years	Dr Tan Khee Giap is Chairman of the Singapore National Committee for Pacific Economic Cooperation. He was Associate Professor of Public Policy at the Lee Kuan Yew School of Public Policy (LKYSPP) at National University of Singapore (NUS) from 2009 to 2022 and was Co-Director of the Asia Competitiveness Institute at LKYSPP, NUS from 2011 to 2020.	Current: Quantuma (Singapore) Pte Ltd - Managing Director and Head of APAC 2019 - 2021: AJCapital Advisory Pte Limited - Managing Director and Head of Singapore 2016 - 2018: KordaMentha Pte Ltd - Partner, Singapore 2015 - 2016: Ernst & Young Singapore - Executive Director, Restructuring 2013 - 2015: Borrelli Walsh Singapore (now Kroll Ltd) - Director, Restructuring and Insolvency
Shareholding interest in the listed issuer and its subsidiaries	Nil	Nil
Any relationship (including immediate family relationships) with any existing director, existing executive officer, the issuer and/or substantial shareholder of the listed issuer or any of its principal subsidiaries	Nil	Nil
Conflict of interest (including any competing business)	Nil	Nil
Undertaking submitted to the listed issuer in the form of Appendix 7.7 (Listing Rule 704(7))	Yes	Yes
Other Principal Commitments* including Directorship *(*Includes all commitments which involve significant time commitment such as full-time occupation, consultancy work, committee work, non-listed company board representations and directorships and involvement in non-profit organisations. Where a director sits on the boards of non-active related corporations, those appointments should not normally be considered principal commitments.)*		
- Past (for the last 5 years)	- Amcorp Global Limited - Boustead Projects Limited - Chengdu Rural Commercial Bank Co., Ltd - Lian Beng Group Ltd	- AJ Capital Advisor Pte Limited - Base Athletica Pte Ltd - DSG Malaysia Sdn Bhd - DSG Projects Malaysia Sdn Bhd - SGV Wines Group Ltd - Vignobles Holdings Ltd - Zuji Travel Pte Ltd
- Present	- BreadTalk Group Limited - Boustead Singapore Limited - Envictus International Holdings Limited	- Allford Associate Pte Ltd - Marin Haus Pte Limited - Meltedmozza Pte Ltd - Singapore and South East Asia Limited - Turnaround Management Association

Name		Tan Khee Giap	Luke Anthony Furler
INFORMATION REQUIRED PERSUANT TO LISTING RULE 704(7) OR CATALIST RULE 704(6):			
(a)	Whether at any time during the last 10 years, an application or a petition under any bankruptcy law of any jurisdiction was filed against him/her or against a partnership of which he/she was a partner at the time when he/she was a partner or at any time within 2 years from the date he/she ceased to be a partner?	No	No
(b)	Whether at any time during the last 10 years, an application or a petition under any law of any jurisdiction was filed against an entity (not being a partnership) of which he/she was a director or an equivalent person or a key executive, at the time when he/she was a director or an equivalent person or a key executive of that entity or at any time within 2 years from the date he/she ceased to be a director or an equivalent person or a key executive of that entity, for the winding up or dissolution of that entity or, where that entity is the trustee of a business trust, that business trust, on the ground of insolvency?	No	No
(c)	Whether there is any unsatisfied judgment against him/her?	No	No
(d)	Whether he/she has ever been convicted of any offence, in Singapore or elsewhere, involving fraud or dishonesty which is punishable with imprisonment, or has been the subject of any criminal proceedings (including any pending criminal proceedings of which he/she is aware) for such purpose?	No	No
(e)	Whether he/she has ever been convicted of any offence, in Singapore or elsewhere, involving a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, or has been the subject of any criminal proceedings (including any pending criminal proceedings of which he/she was aware) for such breach?	No	No

DIRECTORS' INFORMATION

Name		Tan Khee Giap	Luke Anthony Furler
(f)	Whether at any time during the last 10 years, judgment has been entered against him/her in any civil proceedings in Singapore or elsewhere involving a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, or a finding of fraud, misrepresentation or dishonesty on his/her part, or he/she has been the subject of any civil proceedings (including any pending civil proceedings of which he/she is aware) involving an allegation of fraud, misrepresentation or dishonesty on his/her part?	No	No
(g)	Whether he/she has ever been convicted in Singapore or elsewhere of any offence in connection with the formation or management of any entity or business trust?	No	No
(h)	Whether he/she has ever been disqualified from acting as a director or an equivalent person of any entity (including the trustee of a business trust), or from taking part directly or indirectly in the management of any entity or business trust?	No	No
(i)	Whether he/she has ever been the subject of any order, judgment or ruling of any court, tribunal or governmental body, permanently or temporarily enjoining him/her from engaging in any type of business practice or activity?	No	No
(j)	Whether he/she has ever, to his/her knowledge, been connected with the management or conduct, in Singapore or elsewhere, of the affairs of:-		
	(i) any corporation which has been investigated for a breach of any law or regulatory requirement governing corporations in Singapore or elsewhere; or	No	No
	(ii) any entity (not being a corporation) which has been investigated for a breach of any law or regulatory requirement governing such entities in Singapore or elsewhere; or	No	No
	(iii) any business trust which has been investigated for a breach of any law or regulatory requirement governing business trusts in Singapore or elsewhere; or	No	No

Name	Tan Khee Giap	Luke Anthony Furler
(iv) any entity or business trust which has been investigated for a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, in connection with any matter occurring or arising during that period when he/she was so concerned with the entity or business trust?	No	No
(k) Whether he/she has been the subject of any current or past investigation or disciplinary proceedings, or have been reprimanded or issued any warning, by the Monetary Authority of Singapore or any other regulatory authority, exchange, professional body or government agency, whether in Singapore or elsewhere?	No	No

CONTENTS

DIRECTORS' STATEMENT

The directors present their statement to the members together with the audited consolidated financial statements of Ascent Bridge 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 March 2024.

Opinion of the directors

In the opinion of the directors,

(i) the consolidated financial statements of the Group and 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 March 2024 and the financial performance, changes in equity and cash flows of the Group and changes in equity of the Company for the year ended on that date, and

(ii) at the date of this statement, based on the assumptions and measures undertaken as described in Note 2.2 of the financial statements, there are reasonable grounds to believe that the Company will be able to pay its debts as and when they fall due.

Directors

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

Sun Quan
Dr Tan Khee Giap
Qiu Peiyuan
Siow Chee Keong
Luke Anthony Furler (Appointed on 28 May 2024)

Arrangements to enable directors to acquire shares and debentures

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

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 the Singapore Companies Act 1967, an interest in shares and warrants of the Company as stated below:

	Direct interest			Deemed interest		
Name of director	**At the beginning of financial year or date of appointment**	**At the end of financial year**	**At 21.4.2024**	**At the beginning of financial year or date of appointment**	**At the end of financial year**	**At 21.4.2024**
Ordinary shares of the Company						
Sun Quan	–	–	–	44,712,956*	44,712,956*	10,250,000*
Qiu Peiyuan	115,000	189,600	189,600	1,000,000**	1,000,000**	1,000,000**
Luke Anthony Furler	–	–	–	–	–	34,462,956***

* This represents Mr Sun Quan's deemed interest held in the name of MTBL Global Holdings Pte. Ltd. which is wholly-owned by him.

** This represents Mr Qiu Peiyuan's deemed interest held in the name of Pro Honor Investment Limited ("PHIL") which is wholly-owned by him.

*** This represents Mr Luke Authony Furler's deemed interest held in the name of Quantuma (Singapore) Pte Limited which he is appointed as joint official liquidators together with Mr Patrick Sakowski.

By virtue of section 7 of the Singapore Companies Act 1967, Sun Quan is deemed to have interest in shares of all the subsidiaries to the extent held by the Company.

Except as disclosed in this statement, no other 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 date of appointment if later, or at the end of the financial year.

Directors' contractual benefits

Since the end of the previous financial period, no director of the Company has received or become entitled to receive a benefit by reason of a contract made by the Company or a related corporation with the director, or with a firm of which the director is a member, or with a company in which the director has a substantial financial interest.

Options

At an Extraordinary General Meeting held on 28 April 2014, shareholders approved the adoption of AEI Performance Share Plan ("Plan") as a compensation scheme that promotes higher performance goals and recognises exceptional achievement. The Company believes the Plan will strengthen the overall effectiveness of the Group's remuneration and benefits to its employees.

The Plan is administered by the Remuneration Committee and the Plan continues in force at the discretion of the Remuneration Committee, subject to a maximum period of up to ten years.

No share has been issued under the Plan. Subsequent to year end, the Plan was expired in April 2024.

Audit Committee

The audit committee (AC) carried out its functions in accordance with Section 201B (5) of the Companies Act 1967, including the following:

- Reviewed the audit plans of the external auditors of the Group and the Company
- Reviewed the half-yearly and annual financial statements and the external auditor's report on the annual financial statements of the Group and the Company before their submission to the board of directors
- Reviewed effectiveness of the Group and the Company's material internal controls, including financial, operational and compliance controls and risk management
- Met with the external auditor, other committees, and management in separate executive sessions to discuss any matters that these groups believe should be discussed privately with the AC
- Reviewed legal and regulatory matters that may have a material impact on the financial statements, related compliance policies and programmes and any reports received from regulators
- Reviewed the cost effectiveness and the independence and objectivity of the external auditor
- Reviewed the nature and extent of non-audit services provided by the external auditor
- Recommended to the board of directors the external auditor to be nominated, approved the compensation of the external auditor, and reviewed the scope and results of the audit
- Reported actions and minutes of the AC to the board of directors with such recommendations as the AC considered appropriate
- Reviewed interested person transactions in accordance with the requirements of the Singapore Exchange Securities Trading Limited's Listing Manual

The AC, having reviewed all non-audit services provided by the external auditors to the Group, is satisfied that the nature and extent of such services would not affect the independence of the external auditors. The AC has also conducted a review of interested person transactions.

Further details regarding the AC are disclosed in the Report on Corporate Governance.

DIRECTORS' STATEMENT

Auditor

Ernst & Young LLP have expressed their willingness to accept re-appointment as auditor.

On behalf of the board of directors:

Qiu Peiyuan
Joint Chairman and Chief Executive Officer

Sun Quan
Joint Chairman and Chief Executive Officer

Singapore
6 December 2024

Report on the Audit of the Financial Statements

Disclaimer of Opinion

We were engaged to audit the financial statements of Ascent Bridge Limited (the "Company") and its subsidiaries (collectively, the "Group"), which comprise the statements of financial position of the Group and Company as at 31 March 2024, statements of changes in equity of the Group and Company and the consolidated statement of comprehensive income and consolidated statement of cash flows of the Group for the year then ended, and notes to the financial statements, including a summary of significant accounting policies.

We do not express an opinion on the accompanying financial statements of the Company and the Group. Because of the significance of the matters described in the Basis of 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

(a) Impairment assessments of assets

The Group has not been able to meet the sales forecast and generated operating losses for the year, and management carried out impairment assessment on its assets covering goodwill, property, plant and equipment, rights-of-use assets, intangible assets, derivative instrument, and the related cost of investment in subsidiaries and amounts due from subsidiaries at Company level.

As stated in Notes 13, 14 and 15, based on management's assessment, the Group has recognised an impairment loss of $7.4 million against the goodwill, property, plant and equipment and intangible assets related to MTBL Global Pte Ltd and its subsidiaries. Management's impairment assessment was based on cash flow projections which require the Group to assess its ability to generate operating cash flows based on estimate of projected revenue, margin and expenditure.

As stated in Note 16 to the financial statements, as part of the MTBL acquisition, the Group also recognised a derivative put option that allows the Group to sell back the shares of MTBL to CIGL upon trigger of certain events. The put option asset was carried at a fair value of $7.2 million as at 31 March 2024. The fair value determination requires the consideration of significant estimates and judgement, such as the counter-party's credit worthiness and risk of a default, which are inherently subjective.

Similarly, the Company has recorded an impairment loss of $16.0 million against the related cost of investment in subsidiaries (Note 17) and $4.2 million against the amounts due from subsidiaries (Note 23) as at 31 March 2024.

We were unable to obtain sufficient appropriate evidence with respect to certain key judgement and assumptions used in these impairment assessments due to lack of historical trend of business and lack of supportable information on the business growth assumptions and the ability to generate operating cash flows. Accordingly, we are unable to determine the appropriateness of the impairment charges recorded (or not recorded against other assets) by the Group and Company, and the fair value of the derivative as at 31 March 2024.

INDEPENDENT AUDITOR'S REPORT

For the financial period from 1 January 2023 to 31 March 2024

Basis for Disclaimer of Opinion (cont'd)

(b) Amount due from a related party, deposits and prepayment

As of 31 March 2024, the Group has:

i. $2.8 million of amount due from a related party (Note 22),

ii. $5.0 million of refundable deposits for an acquisition (Note 21),

iii. $1.5 million of prepayment to vendor (Note 21), and

iv. $1.1 million deposit paid to supplier (Note 21).

Management has determined that no loss allowance for expected credit losses is required on the above balances as at 31 March 2024 despite these amounts have not been recovered or utilised for some time.

Due to lack of information available to us, we were unable to assess the timing or the extent of recoverability of these amounts. Accordingly, we are unable to determine whether these amounts are appropriately measured and classified as at 31 March 2024.

(c) Going concern assumption

The Group incurred net loss of SGD 4,671,000 and a net operating cash outflow of SGD 6,240,000 for the year ended 31 March 2024. As at that date, the Group's cash and cash equivalents amounted to SGD 1,301,000. Subsequent to 31 March 2024, based on management's accounts as of 31 October 2024, we observed the Group and Company continued to incur net losses and operating cash outflows. While we have not been provided with unaudited management accounts for the period subsequent to 31 October 2024, management's analysis indicates that the Group's current cash balances is unlikely to be sufficient to meet its business requirements and commitments for the next twelve months. These factors and other matters disclosed in Note 2.2 to the financial statements indicate the existence of material uncertainties that may cast significant doubt on the Group's and Company's ability to continue as a going concern. Nevertheless, the financial statements have been prepared on a going concern basis based on the assumptions as disclosed in Note 2.2 to the financial statements.

However, due to lack of supportable information on the business growth assumptions, including ability to generate expected operating cash flows, we are unable to conclude on the appropriateness of the key assumptions used in management's cash flow projection. Additionally, the outcomes of the Group and the Company's business and funding plans are also inherently uncertain and cannot be reliably determined at this point in time. Accordingly, we were unable to conclude on the appropriateness of the going concern assumption used in the preparation of the financial statements.

In the event that the Group is unable to continue in operational existence for the foreseeable future, the Group may be unable to discharge its liabilities in the normal course of business and adjustments may have to be made to reflect the situation that assets may need to be realised other than in the normal course of business and at amounts which could differ significantly from the amounts at which they are currently recorded in the statement of financial position. In addition, the Group may have to reclassify non-current assets and non-current liabilities to current assets and liabilities respectively.

Other Information

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

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

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

Responsibilities of Management and Directors for the Financial Statements

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

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

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

Auditor's Responsibilities for the Audit of the Financial Statements

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

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

Auditor's Responsibilities for the Audit of the Financial Statements (cont'd)

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the Group audit. We remain solely responsible for our audit opinion.

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

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

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

Report on Other Legal and Regulatory Requirements

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

The engagement partner on the audit resulting in this independent auditor's report is Ang Chuen Beng.

Ernst & Young LLP
Public Accountants and
Chartered Accountants

Singapore
6 December 2024

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

For the financial period from 1 January 2023 to 31 March 2024

	Note	1.4 2023 to 31.3.2024 $'000	1.1.2022 to 31.3.2023 $'000
Revenue	4	3,731	3,948
Cost of sales		(2,220)	(1,608)
Gross profit		1,511	2,340
Other operating income	5	58	163
Other gain	7	11,795	194
Selling and distribution costs		(1,239)	(2,133)
General and administrative expenses		(9,514)	(9,215)
Other loss	7	(7,386)	(238)
Loss from operating activities		(4,775)	(8,889)
Finance cost	8	(37)	(51)
Finance income	9	46	137
Loss before tax	6	(4,766)	(8,803)
Income tax benefit	11	95	46
Loss for the year, attributable to owners of the Company		(4,671)	(8,757)
Other comprehensive income:			
Items that may be reclassified subsequently to profit or loss			
Foreign currency translation		28	(19)
Other comprehensive income for the year, net of tax		28	(19)
Total comprehensive income for the year, attributable to owners of the Company		(4,643)	(8,776)
Loss per share attributable to owners of the Company			
Basic and diluted (in cents)	12	(5.36)	(10.06)

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

STATEMENT OF FINANCIAL POSITION

As at 31 March 2024

	Note	Group 2024 $'000	Group 2023 $'000	Company 2024 $'000	Company 2023 $'000
Non-current assets					
Property, plant and equipment	13	1,124	1,732	–	4
Investment in subsidiaries	17	–	–	1	15,982
Intangible assets	14	4,365	5,344	–	–
Goodwill	15	–	6,831	–	–
Derivative instrument	16	7,870	651	7,870	651
Deposits	21	5,089	89	5,000	–
Other receivables	22	2,341	–	–	–
		20,789	14,647	12,871	16,637
Current assets					
Inventories	19	6,428	6,923	–	–
Trade receivables	20	1,814	1,691	–	–
Prepaid and deposit	21	3,144	7,270	31	5,027
Other receivables	22	947	4,294	200	1,206
Amounts due from subsidiaries	23	–	–	18,714	17,255
Cash and cash equivalents	24	1,301	8,078	698	7,547
		13,634	28,256	19,643	31,035
Total assets		34,423	42,903	32,514	47,672
Current liabilities					
Trade payables	25	1,421	124	–	–
Other payables	25	1,313	5,993	552	5,046
Lease liabilities	26	392	432	–	–
Income tax payable		50	21	50	21
		3,176	6,570	602	5,067
Net current assets		10,458	21,686	19,041	25,968
Non-current liabilities					
Lease liabilities	26	361	707	–	–
Deferred tax liability	27	656	753	–	–
		1,017	1,460	–	–
Total liabilities		4,193	8,030	602	5,067
Net assets		30,230	34,873	24,521	42,605
Equity attributable to owners of the Company					
Share capital	28	68,600	68,600	68,600	68,600
Treasury shares	29	(3,315)	(3,315)	(3,315)	(3,315)
Foreign currency translation reserve	30	53	25	–	–
Accumulated losses		(35,108)	(30,437)	(33,373)	(22,680)
Total equity		30,230	34,873	31,912	42,605
Total equity and liabilities		34,423	42,903	32,514	47,672

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

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the financial period from 1 January 2023 to 31 March 2024

Group	Share capital $'000 (Note 28)	Treasury shares $'000 (Note 29)	Foreign currency translation reserve $'000 (Note 30)	Accumulated losses $'000	Total equity $'000
	Attributable to owners of the Company				
Opening balance at 1 April 2023	68,600	(3,315)	25	(30,437)	34,873
Loss for the financial year	–	–	–	(4,671)	(4,671)
Other comprehensive income:					
Foreign currency translation	–	–	28	–	28
Other comprehensive income for the financial year, net of tax	–	–	28	–	28
Total comprehensive income for the financial year	–	–	28	(4,671)	(4,643)
Closing balance at 31 March 2024	68,600	(3,315)	53	(35,108)	30,230
Opening balance at 1 January 2022	68,600	(3,315)	44	(21,680)	43,649
Loss for the financial period	–	–	–	(8,757)	(8,757)
Other comprehensive income:					
Foreign currency translation	–	–	(19)	–	(19)
Other comprehensive income for the financial period, net of tax	–	–	(19)	–	(19)
Total comprehensive income for the financial period	–	–	(19)	(8,757)	(8,776)
Closing balance at 31 March 2023	68,600	(3,315)	25	(30,437)	34,873

Company	Share capital $'000 (Note 28)	Treasury shares $'000 (Note 29)	Accumulated losses $'000	Total equity $'000
Opening balance at 1 January 2022	68,600	(3,315)	(20,079)	45,206
Loss net of tax for the financial period, representing total comprehensive income for the financial period	–	–	(2,601)	(2,601)
Closing balance at 31 March 2023 and opening balance at 1 April 2023	68,600	(3,315)	(22,680)	42,605
Loss net of tax for the financial year representing total comprehensive income for the financial year	–	–	(10,693)	(10,693)
Closing balance at 31 March 2024	68,600	(3,315)	(33,373)	31,912

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

CONSOLIDATED STATEMENT OF CASH FLOWS

For the financial period from 1 January 2023 to 31 March 2024

	Note	1.4 2023 to 31.3.2024 $'000	1.1.2022 to 31.3.2023 $'000
Cash flows from operating activities			
Loss before tax		(4,766)	(8,803)
Adjustments for:			
Depreciation of plant and equipment	6	660	1,068
Amortisation on intangible assets	6	485	498
Write-down of inventories, net	6	–	77
Loss on disposal of plant and equipment, net	13	–	2
Impairment loss on plant and equipment	7	61	–
Impairment loss on intangible asset	7	494	
Impairment loss on goodwill	7	6,831	–
Fair value adjustment of contingent consideration	7	(4,576)	238
Fair value adjustment on derivative instrument at FVPL	7	(7,219)	(194)
Interest expense	8	37	51
Interest income	9	(46)	(137)
Allowance for expected credit loss	20,22	2,402	18
Loss on lease modification	31	3	53
Foreign currency translation adjustments		28	(19)
Unrealised exchange loss		(56)	15
Operating cash flows before changes in working capital		(5,662)	(7,133)
Changes in working capital			
(Decrease)/increase in receivables		(2,339)	1,039
Increase/(decrease) in inventories		495	(5,512)
Increase in payables		1,230	200
Cash flows used in operations		(6,276)	(11,406)
Interest paid		(37)	(51)
Income tax paid		27	(30)
Interest received		46	137
Net cash used in operating activities		(6,240)	(11,350)
Investing activities:			
Purchase of property, plant and equipment	A	(26)	(419)
Purchase of intangible assets	14	–	(80)
Acquisition of subsidiaries	17	–	(11,293)
Disposal of subsidiaries	17	–	(3,729)
Refundable deposit paid for a proposed acquisition	21	–	(5,000)
Net cash used in from investing activities		(26)	(20,521)
Financing activities:			
Repayment of principal portion of lease liabilities	26	(514)	(739)
Net cash used in financing activities		(514)	(739)
Net decrease in cash and cash equivalents		(6,780)	(32,610)
Effect of exchange rate changes on cash and cash equivalents		3	(17)
Cash and cash equivalents at 1 April		8,078	40,705
Cash and cash equivalents at 31 March	24	1,301	8,078

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

Note to the consolidated statement of cash flows

A. Property, plant and equipment

	Note	1.4 2023 to 31.3.2024 $'000	1.1.2022 to 31.3.2023 $'000
Current year additions to property, plant and equipment	13	99	2,014
Less: Additions under right-of-use asset	31	(73)	(1,595)
Net cash outflow from purchase of property, plant and equipment		26	419

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

1. Corporate information

Ascent Bridge Limited (the "Company") is a limited liability company incorporated and domiciled in Singapore and is listed on the Singapore Exchange.

The registered office and principal place of business of the Company is located at 9 Temasek Boulevard #28-05 Suntec Tower Two Singapore 038989.

The principal activities of the Company are investment holdings in production and distribution of liquor and beverages. The principal activities of the subsidiaries are disclosed in Note 17 to the financial statements. The aluminium extrusion segment was discontinued during the financial year ended 31 March 2023 (Note 18).

In 2023, the financial year end of the Company has changed from 31 December to 31 March. Accordingly, the financial period for 2024 and 2023 are the 12 months from 1 April 2023 to 31 March 2024, and the 15 months from 1 January 2022 to 31 March 2023 respectively. Consequently, the amounts presented in these financial statements are not entirely comparable.

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 a historical cost basis except as disclosed in the accounting policies below.

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

2.2 Going concern assumption

The Group incurred a net loss of S$4,671,000 (FY2023: S$8,757,000) for the financial year ended 31 March 2024, and record a net operating cash outflow of S$6,240,000 (FY2023: outflow of S$11,350,000). As at 31 March 2024, the Group's cash and cash equivalents amounting to SGD 1,301,000 (FY2023: SGD 8,100,000). Subsequent to 31 March 2024, the Group has continued to incur net losses.

The Company incurred a net loss of S$18,084,000 (FY2023: S$2,601,000) for the financial year ended 31 March 2024, and record a net operating cash outflow of S$1,342,000 (FY2023: outflow of S$3,736,000). As at 31 March 2024, the Company's cash and cash equivalents amounting to SGD 698,000 (FY2023: SGD 7,547,000). Subsequent to 31 March 2024, the Company has continued to incur net losses.

The above factors indicate the existence of events or conditions which may adversely affect the Group's and the Company's ability to continue as going concerns and discharge their liabilities in the ordinary course of business.

Notwithstanding the above, the Board the Directors are of the view that the Group and the Company are able to continue as a going concern for the following reasons:

2. Material accounting policy information (cont'd)

2.2 Going concern assumption (cont'd)

(a) The Company has proposed and announced the proposed rights issue ("Rights Issue") on 8 December 2023 to raise funds of up to approximately S$20.9 million, in order to strengthen the Group's financial position and support expansion of the Group's business. The Company has, as announced on SGXNET on 10 June 2024 and 20 June 2024, received undertakings from its substantial shareholder MTBL Global Holdings Pte Ltd to subscribe for rights shares of up to S$11.0 million. The Group is in the process of securing the necessary regulatory approvals for the Rights Issue, and meanwhile;

(b) As disclosed in the 26 September Announcement, the Proposed Placement to raise funds of approx. S$ 2.4million has been undertaken by the Company to strengthen its financial position.

As disclosed in the 23 October Announcement, the Company and the Plaintiff had entered into a settlement agreement (the "Settlement Agreement") whereby the Plaintiff would withdraw OC 772/2024 (the "Claims") and the Interim Injunction. On that same day, it was ordered by the Honourable Justice that the Interim Injunction be discharged. Further, as part of the Settlement Agreement, the Plaintiff has also provided undertakings to the Company that, inter alia:

(i) it will not proceed with the extraordinary general meeting which it requisitioned on 9 September 2024 ("EGM") or cause or assist in the requisitioning of any general meeting in similar form to the EGM which is the subject of the Claims to, inter alia, remove Sun Quan, Qiu Peiyuan, Tan Khee Giap and Siow Chee Keong as directors of the Company; and

(ii) it will not contest the Proposed Placement in any way.

As further disclosed in the 25 October Announcement, the Company has entered into separate side letters with the three (3) Placees whereby the Long-Stop Date of the Placement Agreements has been extended to 16 November 2024 and further extended to 16 December 2024. Apart from the extension of the Long-Stop Date, the terms and conditions of the Placement Agreements remain and shall continue in full force and effect. The Proposed Placement remains subject to receiving the relevant regulatory approvals from SGX-ST.

The Proposed Placement will assist the Company in addressing its financing needs in the short term to tide the Company over until the completion of the Proposed Rights Issue.

(c) With the funds raised from the Proposed Rights Issue, the Company will be able to enhance and expand upon its existing business, operations and in initiatives (via organic and inorganic growth). The Group will be able to generate positive cash flows from its operation.

In the event that the Group and the Company are unable to continue in operational existence for the foreseeable future, the Group and the Company may be unable to discharge their liabilities in the normal course of business and adjustments may have to be made to reflect the situation that assets may need to be realised other than in the normal course of business and at amounts which could differ significantly from the amounts at which they are currently recorded in the statement of financial position. In addition, the Group and the Company may have to reclassify non-current assets and non-current liabilities to current assets and liabilities respectively. The financial statements do not include any adjustments which may arise from these uncertainties.

2. Material accounting policy information (cont'd)

2.3 Adoption of new and amended standards and interpretations

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

2.4 Standards issued but not yet effective

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

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

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

2.5 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.

2. Material accounting policy information (cont'd)

2.5 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 control 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;
- reclassifies the Group's share of components previously recognised in other comprehensive income to profit or loss or retained earnings, as appropriate.

(b) Business combinations and goodwill

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

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

Non-controlling interest in the acquiree, that are present ownership interests and entitle their holders to a proportionate share of net assets of the acquiree 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 (if any), and the fair value of the Group's previously held equity interest in the acquiree (if any), over the net fair value of the acquiree's identifiable assets and liabilities is recorded as goodwill. In instances where the latter amount exceeds the former, the excess is recognised as gain on bargain purchase in profit or loss on the acquisition date.

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

2. Material accounting policy information (cont'd)

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

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

For the purposes of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to the Group's cash-generating units that are expected to benefit from the synergies of the combination.

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

2.6 Foreign currency

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

(a) Transactions and balances

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

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

(b) Consolidated financial statements

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

2.7 Property, plant and equipment

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

Buildings and improvements are measured at fair value less accumulated depreciation and impairment losses recognised after the date of the revaluation. Valuations are performed with sufficient regularity to ensure that the carrying amount does not differ materially from the fair value of the buildings and improvements at the end of the reporting period.

2. Material accounting policy information (cont'd)

2.7 Property, plant and equipment (cont'd)

Any revaluation surplus is recognised in other comprehensive income and accumulated in equity under the asset revaluation reserve, except to the extent that it reverses a revaluation decrease of the same asset previously recognised in profit or loss, in which case the increase is recognised in profit or loss. A revaluation deficit is recognised in profit or loss, except to the extent that it offsets an existing surplus on the same asset carried in the asset revaluation reserve.

Any accumulated depreciation as at the revaluation date is eliminated against the gross carrying amount of the asset and the net amount is restated to the revalued amount of the asset. The revaluation surplus included in the asset revaluation reserve in respect of an asset is transferred directly to retained earnings on retirement or disposal of the asset.

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

- Buildings and improvements - the remaining lease periods of 15 to 22.5 years
- Plant and machinery - 10 to 20 years
- Renovation - 4 to 5 years
- Motor vehicles - 5 to 10 years
- Furniture and fittings - 3 to 10 years
- Office equipment - 3 to 10 years
- Leasehold building - 3 years

Assets under construction included in plant and equipment are not depreciated as these assets are not yet available for use.

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

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

An item of property, plant and equipment is 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.

2.8 Intangible assets

Intangible assets acquired separately are measured initially at cost. The cost of intangible assets acquired in a business combination is their fair value as at the date of acquisition. Following initial acquisition, intangible assets are carried at cost less any accumulated amortisation and any accumulated impairment losses. Internally generated intangible assets, excluding capitalised development costs, are not capitalised and expenditure is reflected in profit or loss in the year in which the expenditure is incurred.

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

2. Material accounting policy information (cont'd)

2.8 Intangible assets (cont'd)

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

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

Development costs

Development costs on an individual project are recognised as an intangible asset when the Group can demonstrate:

- The technical feasibility of completing the intangible asset so that the asset will be available for use or sale
- Its intention to complete and its ability and intention to use or sell the asset
- How the asset will generate future economic benefits
- The availability of resources to complete the asset
- The ability to measure reliably the expenditure during development

Following initial recognition of the development expenditure as an asset, the asset is carried at cost less any accumulated amortisation and accumulated impairment losses. Amortisation of the asset begins when development is complete, and the asset is available for use. It is amortised over the period of expected future benefit. Amortisation is recorded in cost of sales. During the period of development, the asset is tested for impairment annually.

Development costs have a useful life of 5 years.

Trademark

The liquor distribution right was acquired in business combination. The trademark relating to MTBL Group is amortised over its estimated useful life of 8.5 years.

2. Material accounting policy information (cont'd)

2.9 Impairment of non-financial assets

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

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

Impairment losses of continuing operations are recognised in profit or loss, except for assets that are previously revalued where the revaluation was taken to other comprehensive income. In this case, the impairment is also recognised in other comprehensive income up to the amount of any previous revaluation.

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 unless the asset is measured at revalued amount, in which case the reversal is treated as a revaluation increase.

2.10 Subsidiaries

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

In the Company's separate financial statements, investment in subsidiaries is accounted for at cost less impairment losses.

2.11 Financial instruments

(a) Financial assets

Initial recognition and measurement

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

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

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

2. Material accounting policy information (cont'd)

2.11 Financial instruments (cont'd)

(a) Financial assets (cont'd)

Subsequent measurement

Investments in debt instruments

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 Group only has debt instruments at 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 de-recognised or impaired, and through the amortisation process.

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 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 FVPL, directly attributable transaction costs.

Subsequent measurement

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 de-recognised, 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. On de-recognition, the difference between the carrying amounts and the consideration paid is recognised in profit or loss.

(c) 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.

2. Material accounting policy information (cont'd)

2.12 Impairment of financial assets

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

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

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

The Group considers a financial asset in default when contractual payments are 180 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.

2.13 Discontinued operations

Discontinued operations were excluded from the results of continuing operations and were presented as a single amount as profit or loss after tax from discontinued operations in the statement of comprehensive income.

Additional disclosures are provided in Note 18. All other notes to the financial statements include amounts for continuing operations, unless indicated otherwise.

2.14 Cash and cash equivalents

Cash and cash equivalents comprise cash at bank and on hand and fixed deposits in banks which are subject to an insignificant risk of changes in value.

2.15 Inventories

Inventories are stated at the lower of cost and net realisable value. Costs incurred in bringing the inventories to their present location and condition are accounted for on a weighted-average basis.

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

Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated costs necessary to make the sale.

2. Material accounting policy information (cont'd)

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.

2.17 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.

2.18 Government grants

Government grants are recognised when there is a reasonable assurance that the grant will be received, and all attaching conditions will be complied with and are recorded as 'other operating income' in the financial statements.

2.19 Employee benefits

Defined contribution plan

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

Employee leave entitlement

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

2. Material accounting policy information (cont'd)

2.20 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.

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 representing the obligations to make lease payments and right-of-use assets representing the right to use the underlying leased assets.

Group as a leasee

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:

	Years
Leasehold Building	1 – 6 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 is disclosed in Note 2.8.

The Group's right-of-use assets are presented within property, plant and equipment (Note 13).

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.

The Group's lease liabilities are included in lease liabilities (Note 26).

2. Material accounting policy information (cont'd)

2.20 Leases (cont'd)

Short-term leases and leases of low-value assets

The Group applies the short-term lease recognition exemption to its short-term leases of machinery (i.e., 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 of office equipment that are considered to be low value. Lease payments on short-term leases and leases of low value assets are recognised as expense on a straight-line basis over the lease term.

2.21 Revenue

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 when the goods are delivered to the customer and all criteria for acceptance have been satisfied at point in time.

(b) Rendering of services

Revenue from rendering of services is recognised when the services have been performed and rendered.

2.22 Interest income

Interest income is recognised using the effective interest method.

2.23 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.

2. Material accounting policy information (cont'd)

2.23 Taxes (cont'd)

(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.

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, associates and interests in joint ventures, 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, associates and interests in joint ventures, deferred tax assets are recognised only to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

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

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

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

2. Material accounting policy information (cont'd)

2.23 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 on a purchase of assets or services is not recoverable from the taxation authority, in which case the sales tax is recognised as part of the cost of acquisition of the asset or as part of the expense item as applicable; and

- Receivables and payables that are stated with the amount of sales tax included.

2.24 Share capital and share issuance expense

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.

2.25 Treasury shares

The Group's own equity instruments, which are reacquired (treasury shares) are recognised at cost and deducted from equity. No gain or loss is recognised in profit or loss on the purchase, sale, issue, or cancellation of the Group's own equity instruments. Any difference between the carrying amount of treasury shares and the consideration received, if reissued, is recognised directly in equity. Voting rights related to treasury shares are nullified for the Group and no dividends are allocated to them respectively.

2.26 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.

2. Material accounting policy information (cont'd)

2.27 Segment reporting

For management purposes, the Group is organised into operating segments based on their products and services which are independently managed by the respective segment managers responsible for the performance of the respective segments under their charge.

The segment managers report directly to the management of the Company who regularly reviews the segment results in order to allocate resources to the segments and to assess the segment performance. Additional disclosures on each of these segments are shown in Note 34.

3. Significant accounting judgments and estimates

The preparation of the Group's consolidated financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the disclosure of contingent liabilities at the 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 judgements which have the most significant effect on the amounts recognised in the consolidated financial statements:

Valuation of put option

The Group has exercised significant judgement regarding the valuation of put option, including judgement made relating to the key assumptions such exercise price, counterparty credit spread and discount rate used in determining fair value of the put option.

3.2 Key sources of estimation uncertainty

The Group will assess key assumptions concerning the future and other key sources of estimation uncertainty at the end of the reporting period, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year. Management is of the opinion that there is no estimation uncertainty that has a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

(a) Impairment of plant and equipment, right-of-use assets, and intangible assets

Determining whether plant and equipment, right-of-use assets, and intangible assets is impaired requires an estimation of the value in use. The value in use calculation requires Management to estimate future cash flows and a suitable discount rate in order to calculate the present value of the cash flows. The carrying amount of the Group's property, plant and equipment, right-of-use assets and intangible assets was $494,000, $630,000 and $4,365,000 respectively (2023: $602,000, $1,130,000 and $5,344,000 respectively), which represented 2%, 3% and 21% respectively (2023: 4%, 8% and 36% respectively), of the Group's total non-current assets, as set out in Notes 13, 31 and 14 respectively to the financial statements.

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

3.2 Key sources of estimation uncertainty (cont'd)

(b) Impairment of goodwill

The Group determines whether goodwill is impaired on an annual basis. This requires an estimation of the value in use of the cash-generating unit to which the goodwill is allocated. Estimating the value-in-use requires the Group to make an estimate of the expected future cash flows from the cash-generating unit and also to choose a suitable discount rate in order to calculate the present value of those cash flows. The carrying amount of the Group's goodwill as at 31 March 2024 was $nil (2023: $6,831,000).

(c) Investment in subsidiaries

The Company assesses whether there are any indicators of impairment for all non-financial assets at the end of each reporting period. Investment in subsidiaries are tested for impairment when there are indicators that the carrying amounts may not be recoverable.

When value in use calculations are undertaken, management must estimate the expected future cash flows from the asset or cash-generating unit and choose a suitable discount rate in order to calculate the present value of those cash flows.

The carrying amount of the Company's investment in subsidiaries at the end of the reporting period is disclosed in Note 17.

(d) Net realisable value of inventories

Inventories are stated at lower of cost and net realisable value. The net realisable value of the Group's inventories is assessed based on the best available facts and circumstances at the end of each reporting period, including but not limited to, the inventories' own physical conditions at year end. There is estimation uncertainty involved in the determination of the net realisable value as the saleability is affected by factors such as changing consumer demand, supply-related scarcity, and economic uncertainties. The value is re-evaluated and an impairment might be recorded, if additional information received affects the amount initially assessed. The carrying amount of the inventories as at 31 March 2024 is $6,428,000 (31 March 2023: $6,923,000).

4. Revenue

(a) Disaggregation of revenue

	Group	
	1.4.2023 to 31.03.2024 $'000	1.1.2022 to 31.03.2023 $'000
At a point in time:		
Sales of alcoholic beverage	3,618	3,944
Banquet sales	40	4
Others	13	–
	3,671	3,948
Over time:		
Chang Chang cards	60	–
Total revenue	3,731	3,948
Geographical information:		
Singapore	1,357	744
United States	16	1,710
Hong Kong	699	902
Cambodia	656	–
Korea	293	–
Malaysia	276	–
Taiwan	123	–
Vietnam	109	–
Other countries	202	592
	3,731	3,948

5. Other operating income

	Group	
	1.4.2023 to 31.03.2024 $'000	1.1.2022 to 31.03.2023 $'000
Government grant income	7	115
Gain on foreign exchange	23	–
Sundry income	28	48
	58	163

Government grant income relates to Progressive Wage Credit Scheme and Jobs Growth Incentive received by the Group during the financial year.

6. Loss before tax

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

		Group	
	Note	1.4.2023 to 31.03.2024	1.1.2022 to 31.03.2023
		$'000	$'000
Audit fees paid to auditors of the Company		183	140
Depreciation of plant and equipment (including right-of-use assets)	13	660	1,068
Impairment loss on plant and equipment	13	61	–
Impairment loss on intangible asset	14	494	–
Amortisation of intangible assets	14	485	498
Impairment loss on goodwill	15	6,831	–
Non-recurring professional fee for acquisitions		–	899
Staff costs	10	2,931	2,874
Directors' emoluments			
- fees accrued	10	415	519
- remuneration	10	516	656
Write-down of inventories, net	19	–	77
Allowance for expected credit losses on trade receivables	20	1,402	18
Allowance for expected credit losses on other receivables	21	1,000	–
Foreign currency translation adjustments	30	(28)	19

7. Other gain/(loss)

		Group	
	Note	1.4.2023 to 31.03.2024	1.1.2022 to 31.03.2023
		$'000	$'000
Other gain			
Gain on derecognition of contingent consideration	25	4,576	–
Fair value gain on derivative instrument at FVPL	16	7,219	194
		11,795	194
Other loss			
Impairment loss on plant and equipment	13	61	–
Impairment loss on intangible assets	14	494	
Impairment loss on goodwill	15	6,831	–
Remeasurement of contingent consideration from initial recognition	25	–	(238)
		7,386	(238)

8. Finance cost

		Group	
	Note	1.4.2023 to 31.03.2024 $'000	1.1.2022 to 31.03.2023 $'000
Interest expense:			
- Lease liabilities	26	37	51

9. Finance income

	Group	
	1.4.2023 to 31.03.2024 $'000	1.1.2022 to 31.03.2023 $'000
Interest income on short-term deposits	46	137

10. Employee benefits

	Group	
	1.4.2023 to 31.03.2024 $'000	1.1.2022 to 31.03.2023 $'000
Employee benefits expenses (including director's remuneration):		
Salaries, bonuses and other costs	3,610	3,656
Central Provident Fund and other pension costs	250	377
Other personnel costs	2	16
	3,862	4,049

11. Taxation

Major components of income tax benefit

The major components of income tax benefit for the financial periods ended 31 March are:

	Group	
	1.4.2023 to 31.03.2024 $'000	1.1.2022 to 31.03.2023 $'000
Consolidated statement of comprehensive income:		
Current income tax / (credit)	2	(46)
Deferred tax movement	(97)	–
Income tax benefit recognised in consolidated statement of comprehensive income	(95)	(46)

11. Taxation (cont'd)

Relationship between tax benefit and accounting loss

A reconciliation between the tax benefit and the product of accounting loss multiplied by the applicable corporate tax rate for the financial year/period ended 31 March 2024 and 31 March 2023 is as follows:

	Group	
	1.4.2023 to 31.03.2024	**1.1.2022 to 31.03.2023**
	$'000	**$'000**
Loss before tax	(4,766)	(8,803)
Tax at the domestic rates applicable to loss in the countries where the Group operates	(833)	(1,623)
Adjustments:		
Income not subject to tax	(2,005)	(2)
Non-deductible expenses	1,342	564
Effect of partial tax exemption and tax relief	–	(60)
Deferred tax assets not recognised	1,399	1,060
Balancing charges	–	59
Benefits from previously unrecognised tax losses	–	(4)
Over provision in respect of previous years	1	(46)
Others	1	6
Income tax benefit recognised in statement of comprehensive income	(95)	(46)

The above reconciliation is prepared by aggregating separate reconciliations for each national jurisdiction.

The Group has an unutilised tax losses and allowances of approximately $14,006,000 (2023: $6,907,000) that are available for offset against future taxable profits of the companies in which the losses arose, for which no deferred tax asset is recognised due to uncertainty of its recoverability. The prior year unutilised tax losses and allowances were revised to reflect the disposal of aluminium extrusion business.

The use of these tax losses is subjected to the agreement of the tax authorities and compliance with certain provisions of the tax legislation of the respective countries in which the companies operate.

12. Loss per share

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

Diluted earnings per share are calculated by dividing loss for the financial year/period, net of tax, attributable to owners of the Company by the weighted average number of ordinary shares outstanding during the financial year/period 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.

12. Loss per share (cont'd)

The following table reflects the losses and share data used in the computation of basic and diluted loss per share for the financial year/period ended 31 March 2024 and 2023:

	1.4.2023 to 31.03.2024	1.1.2022 to 31.03.2023
Loss per share attributable to owners of the Company (S$'000)	(4,671)	(8,757)
Weighted average number of ordinary shares outstanding for basic loss per share computation ('000)	87,072	87,072
Basic loss per share computation (cents per share)	(5.36)	(10.06)

Diluted loss per share are similar to basic loss per share as there were no potential dilutive ordinary shares existing during the respective financial year/period.

13. Property, plant and equipment

	At valuation	At cost			
Group	Buildings and improvements $'000	Plant, equipment and other assets $'000	Leasehold building $'000	Renovations $'000	Total $'000
Cost or valuation:					
At 1 January 2022	5,712	8,708	401	143	14,964
Subsidiaries disposed	(5,712)	(8,695)	–	(118)	(14,525)
Subsidiaries acquired	–	392	108	70	570
Additions	–	516	1,415	83	2,014
Disposals	–	–	(881)	(15)	(896)
At 31 March 2023 and 1 April 2023	–	921	1,043	163	2,127
Additions	–	20	73	6	99
Disposals	–	–	(125)	–	(125)
Foreign exchange difference	–	–	6	–	6
At 31 March 2024	–	941	997	169	2,107
Accumulated depreciation and impairment:					
At 1 January 2022	5,712	8,697	173	124	14,706
Subsidiaries disposed	(5,712)	(8,694)	–	(119)	(14,525)
Charge for the financial period	–	216	745	107	1,068
Disposals	–	–	(828)	(13)	(841)
Foreign exchange difference	–	(1)	(12)	–	(13)
At 31 March 2023 and 1 April 2023	–	218	78	99	395
Charge for the financial period	–	190	420	50	660
Impairment loss	–	60	–	1	61
Disposals	–	–	(122)	–	(122)
Foreign exchange difference	–	(1)	(9)	(1)	(11)
At 31 March 2024	–	467	367	149	1,477
Net carrying amount:					
At 31 March 2023	–	703	965	64	1,732
At 31 March 2024	–	474	630	20	1,124

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

Impairment of plant and equipment

Please refer to Note 3.2 for details on the impairment assessment of plant and equipment.

For the current financial year, the recoverable amount of plant, equipment and other assets has been determined based on their value-in-use calculations using cash flow projections approved by management. The pre-tax discount rate applied to the cash flows projections is 8.5%. The key assumption used in the value-in-use calculations include the projection of future revenue, profit margin and expenditure. During the financial year, management recognised an impairment loss on the Group's plant and equipment of $61,000.

	Computer equipment $'000
Company	
Cost:	
At 1 January 2022	5
Additions	2
At 31 March 2023 and 1 April 2023	7
Additions	4
At 31 March 2024	11
Accumulated depreciation and impairment:	
At 1 January 2022	–*
Charge for the financial year	3
At 31 March 2023 and 1 April 2023	3
Charge for the financial year	4
Impairment loss	4
At 31 March 2024	11
Net carrying amount:	
At 31 March 2023	4
At 31 March 2024	–

* Amount less than $1,000

14. Intangible assets

	Group		
	Liquor distribution rights $'000	Development cost $'000	Total $'000
Cost:			
At 1 January 2022	–	–	–
Acquired on acquisition of MTBL Global group	1,818	89	1,907
Additions	–	80	80
Revaluation of liquor distribution arising from acquisition	3,660	195	3,855
At 31 March 2023, 1 April 2023 and 31 March 2024	5,478	364	5,842
Accumulated amortisation and impairment:			
At 1 January 2022	–	–	–
Amortisation	416	82	498
At 31 March 2023 and 1 April 2023	416	82	498
Amortisation	403	82	485
Impairment loss	474	20	494
At 31 March 2024	1,293	184	1,477
Net carrying amount:			
At 31 March 2023	5,062	282	5,344
At 31 March 2024	4,185	180	4,365

Amortisation expense

The amortisation of liquor distribution rights and development cost is included in the "general and administrative expenses" line item in consolidated statement of comprehensive income.

Impairment of intangible assets

Please refer to Note 3.2 for details on the impairment assessment of intangible assets.

For the current financial year, the recoverable amount of intangible assets has been determined based on their value-in-use calculations using cash flow projections approved by management. The pre-tax discount rate applied to the cash flows projections is 8.5%. The key assumption used in the value-in-use calculations include the projection of future revenue, profit margin and expenditure. During the financial year, management recognised an impairment loss on the Group's plant and equipment of $494,000.

15. Goodwill

	Group		Company	
	2024	2023	2024	2023
	$'000	$'000	$'000	$'000
At beginning of financial year/period	6,831	–	–	–
Acquisition of a subsidiary (Note 17)	–	6,831	–	–
Impairment loss	(6,831)	–	–	–
At end of financial year/period	–	6,831	–	–

In FY23, goodwill was recognised from the acquisition of MTBL Group based on the Purchase Price Allocation exercise ("PPA") conducted by an independent valuer.

Goodwill is tested for impairment by comparing the carrying amount of goodwill with its recoverable amount. For the purpose of management's impairment assessment, goodwill is allocated to MTBL Group as a cash-generating unit ("CGU").

The recoverable amounts of the CGU have been determined based on value-in-use calculations using cash flow projections from financial budgets approved by management covering five-year period.

Key assumptions used in the value-in-use calculations

The calculation of value-in-uses for MTBL Group are most sensitive to the following assumptions:

Forecasted revenue and budgeted gross margins – Revenue are estimated based on management's assessment of outlook of the CGU and industry while gross margins are forecasted as a percentage of budgeted revenue and are estimated based on historical trend.

Pre-tax discount rate – Discount rate represents the current market assessment of the risk specific to MTBL Group, regarding the time value of money and individual risk of the underlying assets which have not been incorporated in the cash flow estimates. The discount rate calculation is based on the specific circumstances of MTBL Group and derived from its weighted average cost of capital. The pre-tax discount rate applied in the cash flow projections is 8.5% (2023: 9.5%) which reflects management's estimation of the risk specific to the segment.

Impairment loss recognised

During the financial year, an impairment loss was recognised to write-down the carrying amount of goodwill attributable to the acquisition of MTBL Group based on the PPA. The impairment loss of $6,831,000 has been recognised in the "other loss" line item in the consolidated statement of comprehensive income.

16. Derivative instrument

	Group		Company	
	2024	2023	2024	2023
	$'000	$'000	$'000	$'000
At beginning of financial year/period	651	–	651	–
Acquisition of a subsidiary (Note 17)	–	457	–	457
Fair value changes through profit or loss (Note 7)	7,219	194	7,219	194
At end of financial year/period	7,870	651	7,870	651

The derivative instrument represents the put option granted by Capital Impetus Group Limited ("CIGL"), the previous owner of MTBL Group. This option is granted with relation to the acquisition of MTBL Group, which entitles the Company to sell back the entire issued shares of MTBL when the triggering events of the option occur. This will be done on terms and subjected to the conditions of the sale and purchase agreement.

The fair values of put option upon initial recognition at acquisition date and at end of financial year/period were assessed by an independent valuer. The subsequent change in fair value gain of $7,219,000 (2023: fair value gain of $194,000) for the put option has been recognised in the "other gain" line item in the consolidated statement of comprehensive income for the financial year ended 31 March 2024.

17. Investment in subsidiaries

	Company	
	2024	2023
	$'000	$'000
Unquoted shares, at cost	15,982	15,982
Accumulated impairment losses	(15,981)	–
Net carrying value	1	15,982
Movement in Unquoted shares, at cost:		
At beginning of financial year/period	15,982	29,101
Subsidiaries disposed	–	(29,000)
Subsidiaries acquired	–	15,881
Impairment loss	(15,981)	–
At end of financial year/period	1	15,982
Movement in allowance account:		
At beginning of financial year/period	–	27,500
Impairment loss	15,981	–
Subsidiaries disposed	–	(27,500)
At end of financial year/period	15,981	–

17. Investment in subsidiaries (cont'd)

During the year, Management performed a review on the recoverable amount of the net investment. The recoverable amount of the net investment was estimated based on value-in-use calculations derived from cash flows projection. Key assumptions include revenue projection, gross profit margin and discount rates. The pre-tax discount rate is 8.5%. Based on the management's assessment, an impairment loss of $15,981,000 was recorded.

(a) *Composition of the Group*

The Group has the following material investments in subsidiaries:

Name of Company	Place of business	Principal activities	Proportion of ownership interest 2024 %	2023 %
Held by the Company				
AEI Trading and Investments Pte. Ltd. (1)	Singapore	Wholesale of scrap, junk and waste dealers, manufacturing of engineering components	100	100
Ascent Bridge (Singapore) Pte. Ltd. (1)	Singapore	Wholesale of alcoholic beverage	100	100
MTBL Global Pte. Ltd. (1)	Singapore	Wholesale of alcoholic beverage	100	100
Held through subsidiaries				
Ascent Bridge (Singapore) Pte. Ltd.				
Ascent Bridge (Hainan) Co Ltd (2)	China	Wholesale of alcoholic beverage. Import and export food general food	100	100
MTBL Global Pte. Ltd.				
MTBL Cultural Centre Pte. Ltd. (1)	Singapore	Wholesale of alcoholic beverage	100	100
MTBL Global (Hong Kong) Limited (2)	Hong Kong	Wholesale of alcoholic beverage	100	100
MTBL Global USA Inc. (2)	United States	Wholesale of alcoholic beverage	100	100
MTBL Global Australia Pty Ltd (2)	Australia	Wholesale of alcoholic beverage	100	100
MTBL Global Technology Pte. Ltd. (1)	Singapore	Development of software and applications. Renting of other machinery, equipment and tangible goods	100	100
MTBL Global Franchise Pte. Ltd. (1)	Singapore	Wholesale of alcoholic beverage	100	100

17. Investment in subsidiaries (cont'd)

(a) *Composition of the Group (cont'd)*

Name of Company	Place of business	Principal activities	Proportion of ownership interest 2024 %	2023 %
MTBL Global Technology Pte. Ltd.				
Shenzhen MTBL Global Technology Co., Ltd (2)	China	Development of software and applications (except games and cybersecurity)	100	100

(1) Audited by Ernst & Young LLP, Singapore

(2) Exempted from statutory audit

(b) *Acquisition of subsidiary under MTBL Group*

On 15 March 2022, pursuant to a sale and purchase agreement, the Company acquired 100% of the issued share capital in MTBL Global Pte. Ltd. and its subsidiaries ("MTBL Group") from Capital Impetus Group Limited ("Vendor") for total purchase consideration of $16,965,000.

The consideration for the acquisition in MTBL Group comprises:

(i) Cash consideration of $12,000,000;

(ii) Contingent consideration of $4,965,000 depending on the satisfaction of the profit targets stipulated in the sales and purchase agreement, payable in cash.

The Group incurred acquisition related costs of $603,000 relating to external legal fees and due diligence costs and these have been classified as 'general and administrative' expenses in the condensed consolidated statement of profit or loss.

17. Investment in subsidiaries (cont'd)

(b) Acquisition of subsidiary under MTBL Group (cont'd)

Fair value of assets acquired and liabilities assumed at the date of acquisition:

	$'000
Property, plant and equipment	462
Right-of-use assets	108
Intangible assets	5,762
Inventories	1,052
Trade and other receivables	1,532
Prepaid and deposit	1,634
Cash and cash equivalents	107
	10,657
Trade and other payables	(703)
Lease liabilities	(104)
Income tax payables	(47)
Deferred tax liabilities	(753)
Net assets acquired	9,050
Goodwill arising on acquisition	6,831
Purchase consideration transferred	15,881
Add: Fair value of derivative instrument	457
Less: Fair value of balance consideration related to acquisition	(4,338)
Less: Cash and cash equivalents balance acquired	(107)
Less: Cash paid in previous year	(600)
Net cash outflow on acquisition of subsidiaries	(11,293)

From the acquisition date, MTBL Group contributed revenue of approximately $3,925,000 and loss before tax of approximately $4,018,000 to the Group for the period ended 31 March 2023. If the acquisition had taken place at the beginning of the financial period ended 31 March 2023, the revenue and loss before tax of the Group for the period ended 31 March 2023 would have been approximately $4,764,000 and $8,425,000 respectively.

(c) Disposal of subsidiaries

In FY2023, the Company completed the disposal of its existing aluminium extrusion business for total consideration of $1,500,000 with effective date of 1 January 2022. The Company received $300,000 on 29 June 2022 with the balance of S$1,200,000 expected to be settled no later than 12 months after the Completion Date.

17. Investment in subsidiaries (cont'd)

(c) Disposal of subsidiaries (cont'd)

Net assets disposed of at the date of disposal

	$'000
Property, plant and equipment	–
Inventories	4,350
Trade and other receivables	2,407
Prepaid and deposit	40
Cash and cash equivalents	4,029
	10,826
Trade and other payables	(7,445)
Loans and borrowings	(1,881)
Net assets disposed	1,500
Less: Cash received on the Completion Date	(300)
Less: Unpaid consideration	(1,200)
Gain on disposal of subsidiaries	–
Cash received on the Completion Date	300
Less: Cash and cash equivalents balance disposal	(4,029)
Net cash outflow on disposal of subsidiaries	(3,729)

18. Discontinued operations

On 29 June 2022 ("Completion Date"), The Company completed the disposal of its existing aluminium extrusion business for total consideration of $1,500,000 with effective date of 1 January 2022 ("Effective Date"). The Company received $300,000 on the Completion Date and balance of the consideration amounting to $1,200,000 to be received no later than 12 months after the Completion Date.

19. Inventories

	Group	
	2024	2023
	$'000	$'000
Financial position:		
Finished goods	6,428	6,923
Total inventories at lower of cost and net realisable value	6,428	6,923
Profit or loss:		
Inventories recognised as an expense in cost of sales	2,220	1,608
Inclusive of the following charge:		
- Inventories written down (Note 6)	–	77

20. Trade receivables

	Note	Group 2024 $'000	Group 2023 $'000	Company 2024 $'000	Company 2023 $'000
Trade receivables		3,236	1,709	–	–
Less: Allowance for expected credit losses		(1,422)	(18)	–	–
		1,814	1,691	–	–
Add:					
Deposits	21	6,268	6,273	5,008	5,018
Other receivables	22	3,288	4,294	200	1,206
Amounts due from subsidiaries	23	–	–	11,323	17,255
Cash and cash equivalents	24	1,301	8,078	698	7,547
		12,671	20,336	17,229	31,026
Less:					
GST receivables		(60)	(103)	–	(6)
Total financial assets carried at amortised cost		12,611	20,233	17,229	31,020

Trade receivables are non-interest bearing and are normally settled on average 30 to 90 days' terms. They are recognised at their original invoice amounts which represent their fair values on initial recognition.

Trade receivables denominated in foreign currencies as at 31 March 2024 and 2023 are as follows:

	Group 2024 $'000	Group 2023 $'000	Company 2024 $'000	Company 2023 $'000
United States Dollars	589	1,606	–	–
Hong Kong Dollars	131	36	–	–

Expected credit losses

The movement in allowance for expected credit losses of trade receivables computed based on lifetime ECL are as follows:

	Group 2024 $'000	Group 2023 $'000
At 1 April/1 January	18	317
Charge for the year	1,402	18
Written off	–	(317)
Foreign exchange difference	2	–
At 31 March	1,422	18

21. Prepaid and deposit

	Group		Company	
	2024	2023	2024	2023
	$'000	$'000	$'000	$'000
Current				
Refundable deposit for acquisition	–	5,000	–	5,000
Prepayment to vendor	1,965	1,086	23	19
Deposit paid to supplier	1,066	1,066	–	–
Other deposit	113	118	8	18
	3,144	7,270	31	5,027
Non-current				
Refundable deposit for acquisition	5,000	–	5,000	–
Rental deposit	89	89	–	–
	8,233	7,359	5,031	5,027

The prepayment to vendor of approximately $1.5 million pertains to payment made to an external party for the development, issuance and maintenance of Chang chang card and is not refundable. The amount will offset against the future subscription of the Chang chang card.

The deposit paid to supplier pertains to refundable deposit paid to supplier to secure the distribution rights.

22. Other receivables

	Group		Company	
	2024	2023	2024	2023
	$'000	$'000	$'000	$'000
Current				
Receivable from disposal of the aluminium extrusion business	1,200	1,200	1,200	1,200
Less: Allowance for expected credit losses	(1,000)	–	(1,000)	–
	200	1,200	200	1,200
Amount due from a related party	501	2,842	–	–
GST receivables	60	103	–	6
Others	186	149	–	–
	947	4,294	200	1,206
Non-current				
Amount due from a related party	2,341	–	–	–
	3,288	4,294	200	1,206

22. Other receivables (cont'd)

Amount due from a related party

Amount due from a related party relate to business joint venture transaction with a related company. The advances are unsecured, non-interest bearing and are repayable on demand. Other receivables denominated in foreign currencies as at financial year/period ending 31 March are as follows:

	Group		Company	
	2024	**2023**	**2024**	**2023**
	$'000	**$'000**	**$'000**	**$'000**
United States Dollars	2,842	2,842	–	–

Expected credit losses

The movement in allowance for expected credit losses of receivable from disposal of the aluminium extrusion business computed based on lifetime ECL are as follows:

	Group and Company	
	2024	**2023**
	$'000	**$'000**
At 1 April/1 January	–	–
Charge for the year	1,000	–
At 31 March	1,000	–

Subsequent to year end, the Company received $200,000 on 1 April 2024, with the balance of $1,000,000 remained outstanding. Allowance for expected credit losses was provided for the remaining balance due to increase credit risk exposure on the recoverability of the amount.

23. Amounts due from subsidiaries

	Group		Company	
	2024	**2023**	**2024**	**2023**
	$'000	**$'000**	**$'000**	**$'000**
Amounts due from subsidiaries (non-trade)	–	–	22,891	17,377
Less: Allowance for expected credit losses	–	–	(4,177)	(122)
	–	–	18,714	17,255

These amounts are unsecured, non-interest bearing, are repayable upon demand and to be settled in cash.

23. Amounts due from subsidiaries (cont'd)

Expected credit losses

The movement in allowance for expected credit losses of amounts due from subsidiaries computed based on lifetime ECL are as follows:

	Company	
	2024	**2023**
	$'000	**$'000**
At 1 April/1 January	122	–
Charge for the year	4,055	122
At 31 March	4,177	122

24. Cash and cash equivalents

	Group		Company	
	2024	**2023**	**2024**	**2023**
	$'000	**$'000**	**$'000**	**$'000**
Cash at banks and on hand	1,301	2,997	698	2,466
Short-term deposits	–	5,081	–	5,081
Cash and cash equivalents	1,301	8,078	698	7,547

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

Short-term deposits are made for varying periods of between three months to six months (2023: three months to six months) depending on the immediate cash requirements of the Group, and earn interests at the respective short-term deposit rates. The weighted average effective interest rate of short-term deposits are 2.70% (2023: 3.73%) per annum.

Cash and cash equivalents denominated in foreign currencies at 31 March are as follows:

	Group		Company	
	2024	**2023**	**2024**	**2023**
	$'000	**$'000**	**$'000**	**$'000**
United States Dollars	186	84	32	–
Chinese yuan renminbi	44	107	–	–
Hong Kong Dollars	105	54	–	–

25. Trade and other payables

	Group		Company	
	2024	2023	2024	2023
	$'000	$'000	$'000	$'000
Trade payables	1,421	124	–	–
Other payables:				
- Contingent consideration	–	4,576	–	4,576
- Third parties	1,235	1,155	540	470
- GST payable	30	–	12	–
- Advance from a corporation owned by directors of subsidiaries	48	51	–	–
- Advance from customers	–	211	–	–
Total other payables	1,313	5,993	552	5,046
Less:				
GST payable	(30)	–	(12)	–
Total financial liabilities carried at amortised cost	2,704	6,117	540	5,046

Trade payables

Trade payables are non-interest bearing and are normally settled on 30 to 60 days' terms.

Trade payables denominated in foreign currencies at 31 March are as follows:

	Group		Company	
	2024	2023	2024	2023
	$'000	$'000	$'000	$'000
United States Dollars	343	–	–	–

Other payables

Other payables are non-interest bearing and have an average term of 30 days.

Advance from a corporation owned by directors of subsidiaries

The advance is for working capital purpose of the subsidiaries. This advance is unsecured, non-interest bearing and is repayable upon demand.

Contingent consideration

As part of the sale and purchase agreement in relations to the acquisition of MTBL Group, a contingent consideration of $4,965,000 has been agreed depending on the satisfaction of the profit targets stipulated in the sales and purchase agreement. The contingent considerations are payable in cash in two tranches, falling on nine months ("Tranche 1") and twenty-one months ("Tranche 2") from the completion date.

As at acquisition date, the fair value of the contingent consideration was estimated to be $4,338,000. As at 31 March 2024, the profit targets were not satisfied, as a result, the contingent consideration was reversed and recognised in the profit or loss for the year ended 31 March 2024.

25. Trade and other payables

Contingent consideration (cont'd)

A reconciliation of fair value measurement of the contingent consideration is provided below:

	Group		Company	
	2024 $'000	2023 $'000	2024 $'000	2023 $'000
At beginning of financial year/period	4,576	–	4,576	–
Acquisition of a subsidiary	–	4,338	–	4,338
Fair value changes through profit or loss (Note 7)	–	238	–	238
Gain on derecognition of contingent consideration	(4,576)	–	(4,576)	–
At end of financial year/period	–	4,576	–	4,576

26. Lease liabilities

		Group		Company	
	Note	2024 $'000	2023 $'000	2024 $'000	2023 $'000
Current:					
Lease liabilities	31	392	432	–	–
		392	432	–	–
Non-current:					
Lease liabilities	31	361	707	–	–
		361	707	–	–
Total lease liabilities		753	1,139	–	–

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

			Non-cash changes			
	1 April 2023 $'000	Cash flows $'000	Acquisition $'000	Interest $'000	Other $'000	31 March 2024 $'000
Lease liability						
- Current	432	(514)	73	37	364	392
- Non-current	707	–	–	–	(346)	361
Total	1,139	(514)	73	37	18	753

26. Lease liabilities (cont'd)

	1 January 2022	Cash flows	Non-cash changes			31 March 2023
			Acquisition	Interest	Other	
	$'000	$'000	$'000	$'000	$'000	$'000
Lease liability						
- Current	181	(739)	888	51	51	432
- Non-current	51	–	707	–	(51)	707
Total	232	(739)	1,595	51	–	1,139

The "Other" column includes the effect of reclassification of non-current portion of lease liabilities to current due to passage of time.

27. Deferred taxes

	Group		Company	
	2024	2023	2024	2023
	$'000	$'000	$'000	$'000
Opening balance at 1 April/1 January	753	–	–	–
Movement in temporary differences (Note 11)	(97)	–	–	–
Movement in temporary differences for acquisition	–	753	–	–
Closing balance at 31 March	656	753	–	–
Deferred tax liabilities arise as a result of:				
Fair value adjustments on acquisition	656	753	–	–
Deferred tax liabilities	656	753	–	–

28. Share capital

	Group and Company			
	2024		2023	
	No. of shares '000	$'000	No. of shares '000	$'000
Issued and fully paid ordinary shares:				
Beginning of the year	87,072	68,600	87,072	68,600
End of the year	87,072	68,600	87,072	68,600

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.

29. Treasury shares

	Group and Company			
	2024		2023	
	No. of shares '000	$'000	No. of shares '000	$'000
At 1 April 2023 and 31 March 2024	3,009	3,315	3,009	3,315

Treasury shares relate to ordinary shares of the Company that is held by the Company.

30. Foreign currency translation reserve

The foreign currency translation reserve represents exchange differences arising from the translation of the financial statements of a foreign operation whose functional currency is different from that of the Group's presentation currency.

31. Leases

The Group has lease contracts for buildings and motor vehicle.

The Group also has certain leases of machinery and office equipment with lease terms of 12 months or less and leases of office equipment with low value. The Group applies the 'short-term lease' and 'lease of low-value assets' recognition exemptions for these leases.

(a) Carrying amounts of right-of-use assets presented within property, plant and equipment

		Group	
	Leasehold building $'000	Motor Vehicle $'000	Total $'000
At 1 January 2022	228	–	228
Subsidiaries acquired	108	–	108
Addition	1,415	180	1,595
Lease modification	(53)	–	(53)
Depreciation for the financial period	(745)	(15)	(760)
Foreign exchange difference	12	–	12
At 31 March 2023 and 1 April 2023	965	165	1,130
Addition	73	–	73
Lease modification	(3)	–	(3)
Depreciation for the financial year	(420)	(18)	(438)
Impairment loss	–	(149)	(149)
Foreign exchange difference	15	2	17
At 31 March 2024	630	–	630

31. Leases (cont'd)

(b) Lease liabilities

The carrying amounts of lease liabilities and the movements during the year/period are disclosed in Note 26.

(c) Amount recognised in profit or loss

		Group	
	Note	1.4.2023 to 31.3.2024 $'000	1.1.2022 to 31.3.2023 $'000
Depreciation of right-of-use assets		420	745
Interest expense on lease liability	8	37	51
Lease expense not capitalised in lease liabilities:			
- Expense relating to short-term leases		718	398
- Expenses relating to leases of low-value assets		1	1
Total amount recognised in profit or loss		1,208	1,195

(d) Total cash outflow

The Group had total cash outflows for leases of $1,233,000 (2023: $1,138,000) for the year ended 31 March 2024.

32. Commitments and contingencies

Contingent liabilities

	Company	
	2024 $'000	2023 $'000
Financial support undertaking given to subsidiaries having deficiencies in shareholders' funds	3,747	3,062

33. Related party disclosures

(a) Compensation of key management personnel

	Group	
	2024	**2023**
	$'000	**$'000**
Directors' fees	415	520
Short-term employee benefits	819	809
Central Provident Fund contributions	47	46
Other short-term benefits	50	75
	1,331	1,450
Comprise amounts paid to:		
Directors of the Company	932	1,175
Other key management personnel	399	275
	1,331	1,450

(b) Advances to a related company

In prior year, the Group made total advances of $2,842,000 to a related company for a business joint venture transaction as disclosed in Note 22.

(c) Professional fees paid to shareholder

There were professional fees of $81,000 (2023: $379,000) paid to a shareholder, Zico Insights Law LLC ("Zico"). Zico has advised that it is holding the Company's shares as a bare trustee, and do not own beneficially any of the shares held by them.

34. Segment information

(a) Business segment

	Beverage		Changchang Card		Others		Consolidated	
	2024	2023	2024	2023	2024	2023	2024	2023
	$'000	$'000	$'000	$'000	$'000	$'000	$'000	$'000
Revenue								
External customers	3,618	3,948	60	–	53	–	3,731	3,948
Total revenue	3,618	3,948	60	–	53	–	3,731	3,948
Results:								
Segment result	(7,032)	(7,277)	(995)	–	(12)	–	(8,039)	(7,277)
Depreciation and amortisation	(899)	(1,566)	(246)	–	–	–	(1,145)	(1,566)
Loss on disposal of property, plant and equipment, net	–	(2)	–	–	–	–	–	(2)
Finance income							46	137
Finance cost							(37)	(51)
Impairment loss on property, plant and equipment							(555)	–
Impairment loss on goodwill							(6,831)	–
Fair value adjustment of contingent consideration							4,576	(238)
Gain on derivative instrument at FVPL							7,219	194
Loss before tax							(4,766)	(8,803)
Income tax benefit							95	46
Loss net of tax							(4,671)	(8,757)

34. Segment information (cont'd)

(a) Business segment (cont'd)

	Beverage		Changchang Card		Others		Consolidated	
	2024	2023	2024	2023	2024	2023	2024	2023
	$'000	$'000	$'000	$'000	$'000	$'000	$'000	$'000
Assets								
Segment assets	32,781	42,903	1,640	–	–	–	34,421	42,903
Total assets							34,421	42,903
Liabilities								
Segment liabilities	3,975	8,030	217	–	–	–	4,192	8,030
Total liabilities							7,192	8,030
Other information								
Capital expenditure[1]	–	6,723	–	–	–	–	–	6,723
Depreciation and amortisation	899	1,566	246	–	–	–	1,145	1,566
Impairment loss	7,328	–	58	–	–	–	7,386	–
Allowance for expected credit loss	2,402	18	–	–	–	–	2,402	18

(1) Capital expenditure consists of additions of property, plant and equipment and intangible assets including assets from acquisition of subsidiaries.

34. Segment information (cont'd)

(b) Geographical segment

	Revenue	
	2024	**2023**
	$'000	**$'000**
By location of customers		
Singapore	1,357	896
United States	16	1,710
Hong Kong	699	904
Cambodia	656	–
Korea	276	–
Other countries	727	438
	3,731	3,948

	Non-current assets	
	2024	**2023**
	$'000	**$'000**
By location of customers		
Singapore	5,111	13,024
United States	303	577
Hong Kong	75	177
China	–	129
	5,489	13,907

The non-current assets information above is based on the locations of assets and excludes derivative instrument and deposits.

(c) Information about a major customer

Revenue from two major customers amounted to $1,721,108 (2023: $1,252,233), arising from sales of liquor (2023: sales of liquor of beverages).

35. Financial risk management objectives and policies

The Group and the Company is exposed to financial risks arising from its operations and the use of financial instruments. The key financial risks are credit risk, foreign currency risk and liquidity risk. The audit committee provides independent oversight to the effectiveness of risk management process. It is, and has been throughout the current and previous financial year, the Group's policy that no trading in derivatives for speculative purposes shall be undertaken, where appropriate and cost efficient. The Group does not apply hedge accounting.

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 change to the Group's and Company's exposure to these financial risks or the manner in which it manages and measures the risks.

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

(a) Credit risk

Credit risk is the risk of loss that may arise on outstanding financial instruments should a party default on its obligations. The Company's exposure to credit risk arises primarily from loan receivable and trade and other receivables. No other financial assets carry a significant exposure to credit risk.

The Group's objective is to seek continual revenue growth while minimising losses incurred due to increased credit risk exposure. The Group has adopted the policy of dealing with customers with an appropriate credit history as a means of mitigating the credit risk exposures. Credit evaluation which takes into account qualitative and quantitative profile of each customer is performed and approved by management before credit is being granted. The Group also closely monitors customers' payment pattern and credit exposures on an on-going basis.

The Group considers the probability of default upon initial recognition of asset and whether there has been a significant increase in credit risk on an ongoing basis throughout each reporting period.

The Group has determined the default event on a financial asset to be when the counterparty fails to make contractual payments, within 180 days when they fall due, which are derived based on the Group's historical information.

To assess whether there is a significant increase in credit risk, the Group compares the risk of a default occurring on the asset as at reporting date with the risk of default as at the date of initial recognition. The Group considers available reasonable and supportive forwarding-looking information which includes the following indicators:

- Internal credit rating

- Actual or expected significant adverse changes in business, financial or economic conditions that are expected to cause a significant change to the borrower's ability to meet its obligations

- Actual or expected significant changes in the operating results of the borrower

- Significant changes in the expected performance and behaviour of the borrower, including changes in the payment status of borrowers in the group and changes in the operating results of the borrower.

Regardless of the analysis above, a significant increase in credit risk is presumed if a debtor is more than 180 days past due in making contractual payment.

The Group determined that its financial assets are credit-impaired when:

- There is significant difficulty of the issuer or the borrower

- A breach of contract, such as a default or past due event

- It is becoming probable that the borrower will enter bankruptcy or other financial reorganisation

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

(a) Credit risk (cont'd)

The Group categorises a receivable for potential write-off when a debtor fails to make contractual payments more than 365 days past due. Financial assets are written off when there is no reasonable expectation of recovery, such as a debtor failing to engage in a repayment plan with the Group. Where loans and receivables have been written off, the Group continues to engage enforcement activity to attempt to recover the receivable due. Where recoveries are made, these are recognised in profit or loss.

The following are credit risk management practices and quantitative and qualitative information about amounts arising from expected credit losses for each class of financial assets.

(i) Debt securities and loans at amortised cost

The Group uses three categories of internal credit risk ratings for debt instruments and loans which reflect their credit risk and how the loss provision is determined for each of those categories. These internal credit risk ratings are determined through incorporating both qualitative and quantitative information that builds on information from external credit rating companies supplemented with information specific to the counterparty and other external information that could affect the counterparty's behaviour.

The Group compute expected credit loss for this group of financial assets using the probability of default approach. In calculating the expected credit loss rates, the Group considers implied probability of default from external rating agencies where available and historical loss rates for each category of counterparty, and adjusts for forward looking macroeconomic data such as default rate of relevant industry.

The table below details the credit quality of the Group's financial assets, as well as maximum exposure to credit risk.

	Note	12-months or lifetime ECL	Gross carrying amount $'000	Loss allowance $'000	Net carrying amount $'000
31.3.2024					
Trade receivables	20	Lifetime ECL	3,236	(1,422)	1,814
Deposits	21	12-month ECL	6,268	–	6,268
Other receivables	22	Lifetime ECL	1,200	(1,000)	200
Other receivables	22	12-month ECL	3,028	–	3,028

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

(a) Credit risk (cont'd)

(i) Debt securities and loans at amortised cost (cont'd)

	Note	12-months or lifetime ECL	Gross carrying amount $'000	Loss allowance $'000	Net carrying amount $'000
31.3.2023					
Trade receivables	20	Lifetime ECL	1,709	(18)	1,691
Deposits	21	12-month ECL	6,873	–	6,873
Other receivables	22	12-month ECL	4,191	–	4,191

The Group measured the loss allowance at lifetime expected credit losses for the other receivable, which is determined based on specific information about the counterparties indicating that the financial assets are credit impaired.

(ii) Trade receivables

The Group has applied the simplified approach in SFRS(I) 9 to measure the loss allowance at lifetime ECL. The Group provides for lifetime expected credit losses for all trade receivables using a provision matrix. The provision rates are determined based on the Group's historical observed default rates analysed in accordance to days past due by grouping of customers based on aging of the trade receivables. The loss allowance provision as at 31 March 2024 and 31 March 2023 are determined as follows, the expected credit losses below also incorporate forward looking information such as forecast of economic conditions where the number of defaults might be affected.

Summarised below is the information about the credit risk exposure on the Group's trade receivables using provision matrix, grouped by the risk profile of the debtors.

		Past due				
	Current $'000	<30 days $'000	31-60 days $'000	61-90 days $'000	>90 days $'000	Total $'000
31.3.2024						
Gross carrying amount	93	1,119	18	–	2,006	3,236
Allowance for expected credit losses	–	–	–	–	1,422	1,422

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

(a) Credit risk (cont'd)

(ii) Trade receivables (cont'd)

		Past due				
	Current	**<30 days**	**31-60 days**	**61-90 days**	**>90 days**	**Total**
	$'000	**$'000**	**$'000**	**$'000**	**$'000**	**$'000**
31.3.2023						
Gross carrying amount	968	36	130	67	508	1,709
Allowance for expected credit losses	–	–	–	–	18	18

Exposure to credit risk

At the end of the reporting period, the Group's and the Company's maximum exposure to credit risk is represented by:

- The carrying amount of each class of financial assets recognised in the statement of financial position.

Credit risk concentration profile

At the end of the reporting period approximately 94.8% (2023: 58.8%) of the Group's trade receivables were due from 3 major customers who are located in Singapore and the United States (2023: United States).

Financial assets that are neither past due nor impaired

Trade and other receivables that are neither past due nor impaired are with creditworthy debtors with good payment record with the Group. Cash and short-term deposits are placed with or entered into with reputable financial institutions with high credit ratings.

Financial assets that are either past due or impaired

Information regarding financial assets that are either past due or impaired is disclosed in Note 20 and Note 22.

(b) Foreign currency risk

The Group has transactional currency exposures arising from sales or purchases that are denominated in a currency other than the functional currencies of the Company and the respective entities in the Group. The foreign currency in which these transactions are denominated are in USD. Approximately 46.8% (2023: 55.4%) of the Group's sales are denominated in USD whilst almost nil (2023: 78.5%) of purchases are denominated in CNY. Selling and distribution costs, administrative expenses and other operating expenses are predominantly measured in SGD. The trade receivable and trade payable balances at the end of each reporting period have similar exposures.

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

(b) Foreign currency risk (cont'd)

Exposure to foreign currency risk is monitored on an on-going basis and the Group endeavours to keep the net exposure at an acceptable level. The Group and Company also hold cash and cash equivalents denominated in USD for working capital purposes. At the end of each reporting period, USD balances amounted to $186,000 (2023: $84,000) and $32,000 (2023: $nil) for the Group and the Company respectively.

Sensitivity analysis for foreign currency risk

The following table denominates the sensitivity to a reasonably possible change in the USD, with all other variables held constant, of the Group's loss before tax.

	Group	
	2024	**2023**
	$'000	**$'000**
United States Dollar:		
- strengthened 5% (2023: 5%)	153	(14)
- weakened 5% (2023: 5%)	(153)	14

(c) Liquidity risk

Liquidity risk is the risk that the Group will encounter difficulty in meeting financial obligations due to shortage of funds. The Group's exposure to liquidity risk arises primarily from mismatches of the maturities of financial assets and liabilities.

The Group manages its liquidity risk by monitoring its net operating cash flow and maintains an adequate amount of committed credit facilities from financial institutions. The Group assesses the concentration risk with respect to refinancing its debt and concluded it to be low.

Analysis of financial instruments by remaining contractual maturities

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

	1 year or less	Over 1 year to 5 years	Total
	$'000	**$'000**	**$'000**
Group			
31.3.2024			
Financial assets			
Trade receivables	1,814	–	1,814
Deposits	1,179	5,089	6,268
Other receivables	947	2,341	3,288
Cash and cash equivalents	1,301	–	1,301
Total undiscounted financial assets	5,241	7,430	12,671

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

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

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

	1 year or less $'000	Over 1 year to 5 years $'000	Total $'000
Group			
31.3.2024			
Financial liabilities			
Trade payables	(1,421)	–	(1,421)
Other payables	(1,283)	–	(1,283)
Lease liabilities	(410)	(372)	(782)
Total undiscounted financial liabilities	(3,114)	(372)	(3,486)
Total net undiscounted financial assets	2,127	7,058	9,185

	1 year or less $'000	Over 1 year to 5 years $'000	Total $'000
Group			
31.3.2023			
Financial assets			
Trade receivables	1,691	–	1,691
Deposits	6,184	89	6,273
Other receivables	4,191	–	4,191
Cash and cash equivalents	8,078	–	8,078
Total undiscounted financial assets	20,144	89	20,233
Financial liabilities			
Trade payables	(124)	–	(124)
Other payables	(5,993)	–	(5,993)
Lease liabilities	(466)	(739)	(1,205)
Total undiscounted financial liabilities	(6,583)	(739)	(7,322)
Total net undiscounted financial assets/(liabilities)	13,561	(650)	12,911

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

(c) Liquidity risk (cont'd)

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

	1 year or less $'000	Over 1 year to 5 years $'000	Total $'000
Company			
31.3.2024			
Financial assets			
Deposits	8	5,000	5,008
Other receivables	200	–	200
Amounts due from subsidiaries	11,323	–	11,323
Cash and cash equivalents	698	–	698
Total undiscounted financial assets	12,229	5,000	17,229
Financial liabilities			
Other payables	(540)	–	(540)
Total undiscounted financial liabilities	(540)	–	(540)
Total net undiscounted financial assets	11,689	5,000	16,689
31.3.2023			
Financial assets			
Deposits	5,008	–	5,008
Other receivables	1,200	–	1,200
Amounts due from subsidiaries	17,255	–	17,255
Cash and cash equivalents	7,547	–	7,547
Total undiscounted financial assets	31,010	–	31,010
Financial liabilities			
Other payables	(5,046)	–	(5,046)
Total undiscounted financial liabilities	(5,046)	–	(5,046)
Total net undiscounted financial assets	25,964	–	25,964

36. Fair value of financial instruments

Fair value hierarchy

The Group categories fair value measurements using a fair value hierarchy that is dependent on the valuation inputs used as follows:

- Level 1 – Quoted prices (unadjusted) in active market for identical assets or liabilities that the Group can access at the measurement date;
- Level 2 – Inputs other that quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly; and
- Level 3 – Unobservable inputs for the asset or liability.

Fair value measurements that use inputs of different hierarchy levels are categorised in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

Financial instruments whose carrying amount approximates fair value

Management has determined that the carrying amounts of cash and cash equivalents, current trade and other receivables, amounts due from subsidiaries and current trade and other payables reasonably approximate their fair values due to relatively short-term maturity of these financial instruments.

37. Capital management

The primary objective of the Group's capital management is to safeguard the Group's ability to continue as a going concern, so that it continues to provide returns for shareholders and benefits for other stakeholders.

The Group aims to obtain an optimal capital structure by balancing capital efficiency and financial flexibility. The Group manages the capital structure in the light of changes in economic conditions and the risk characteristics of the underlying assets. In order to adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, issue new shares or raise funds through debt market.

The Group monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt. The Group includes within net debt, trade and other payables and lease liabilities less cash and cash equivalents. Capital refers to equity attributable to owners of the Company.

37. Capital management (cont'd)

		Group	
	Note	2024 $'000	2023 $'000
Trade payables	25	1,421	124
Other payables	25	1,313	5,993
Lease liabilities	26	753	1,139
Less: Cash and cash equivalents	24	(1,301)	(8,078)
Net debt/(cash)		2,186	(822)
Equity attributable to owners of the Company		68,600	68,600
Capital and net debt		70,786	67,778
Gearing ratio (times)		0.03	N.M

*N.M. – Not meaningful as the Company is in a net cash position.

38. Events occurring after the reporting period

(a) *Borrowing from third party*

Subsequent to the financial year end, Dong Ying Quan Li Quan Wai International Trading Co Ltd ("QLQW") granted a non-interest bearing and unsecured loan of a principal sum of RMB10 million ("Loan") to China-incorporated Ascent Bridge (Hainan) Co., Ltd ("Ascent Bridge (Hainan)"), which is a wholly owned subsidiary of the Company. The Loan is repayable within 6 months from the date of disbursement. Subsequently, QLQW agreed not to call for repayment of the loan and allow the use of the loan amount to be used as part of the capital injection into Ascent Bridge (Hainan) after completion of the Rights Issue. As of date of the financial statement, the Company has received total amount of RMB 3.8 million from QLQW.

(b) *Rights Issue*

The Company has proposed and announced the Rights Issue on 8 December 2023 to raise funds of up to approximately $20.9 million, in order to strengthen the Group's financial position and support expansion of the Group's business. The Company has, as announced on SGXNET on 10 June 2024 and 20 June 2024, received undertakings from its substantial shareholder MTBL Global Holdings Pte Ltd to subscribe for rights shares of up to $11.0 million. The Company is in the process of securing the necessary regulatory approvals for the Rights issue.

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

(c) Placement

As disclosed in the 26 September Announcement, the Proposed Placement to raise funds of approximately $2.4 million has been undertaken by the Company to strengthen its financial position.

As disclosed in the 23 October Announcement, the Company and the Plaintiff had entered into a settlement agreement (the "Settlement Agreement") whereby the Plaintiff would withdraw OC 772/2024 (the "Claims") and the Interim Injunction. On that same day, it was ordered by the Honourable Justice Chan Seng Onn that the Interim Injunction be discharged. Further, as part of the Settlement Agreement, the Plaintiff has also provided undertakings to the Company that, inter alia:

(i) it will not proceed with the extraordinary general meeting which it requisitioned on 9 September 2024 ("EGM") or cause or assist in the requisitioning of any general meeting in similar form to the EGM which is the subject of the Claims to, inter alia, remove Sun Quan, Qiu Peiyuan, Tan Khee Giap and Siow Chee Keong as directors of the Company; and

(ii) it will not contest the Proposed Placement in any way.

As further disclosed in the 25 October Announcement, the Company has entered into separate side letters with the three (3) Placees whereby the Long-Stop Date of the Placement Agreements has been extended to 16 November 2024, and further extended to 16 December 2024 as disclosed in the 15 November Announcement. Apart from the extension of the Long-Stop Date, the terms and conditions of the Placement Agreements remain and shall continue in full force and effect. The Proposed Placement remains subject to receiving the relevant regulatory approvals from SGX-ST.

(d) Bridging Loan Agreement

The Company has on 5 November 2024 entered into a bridging loan agreement ("Bridging Loan Agreement" with Eastern Billion Industries Limited ("EBIL") and Hu Yidong (collectively, the "Lenders"). Subject to and upon the terms of the Bridging Loan Agreement, the Company has agreed to borrow from the Lenders, a loan amounting to S$1,950,417.98 (the "Loan"). The Company has on 5 November 2024 received the Loan in full from the Lenders.

Pursuant to the Bridging Loan Agreement, the Company shall grant the charged shares of MTBL Global Pte Ltd ("Charged Shares") as collateral to the Lenders. As such, for the duration the loan remains outstanding, the Company will not be allowed to exercise the Put Option. In the event of default, and the Lenders elect to exercise their right to deal with the Charged Shares, the Company would lose control over MTBL Global Pte Ltd.

39. Authorisation of financial statements for issue

The financial statements for the financial year ended 31 March 2024 were authorised for issue in accordance with a resolution of the directors on 6 December 2024.

SHAREHOLDINGS STATISTICS

As at 25 November 2024

Issued and fully paid-up capital	-	S$68,600,469*
Total number of shares including treasury shares	-	90,081,431
Total number of shares excluding treasury shares	-	87,072,231
Treasury shares	-	3,009,200
Class of shares	-	Ordinary
Voting rights (excluding treasury shares)	-	One Vote Per Share

** Net of direct share issuance costs*

DISTRIBUTION OF SHAREHOLDINGS

SIZE OF SHAREHOLDINGS	NO. OF SHAREHOLDERS	%	NO. OF SHARES	%
1 - 99	7	0.74	202	0.00
100 - 1,000	358	38.04	163,700	0.19
1,001 - 10,000	419	44.53	1,779,731	2.04
10,001 - 1,000,000	146	15.45	11,237,135	12.91
1,000,001 AND ABOVE	11	1.17	73,891,463	84.86
TOTAL	**941**	**100.00**	**87,072,231**	**100.00**

TWENTY LARGEST SHAREHOLDERS

NO.	NAME	NO. OF SHARES	%
1	OCBC SECURITIES PRIVATE LIMITED	35,893,456	41.22
2	PHILLIP SECURITIES PTE LTD	15,585,100	17.90
3	KGI SECURITIES (SINGAPORE) PTE. LTD	5,198,000	5.97
4	HSBC (SINGAPORE) NOMINEES PTE LTD	5,078,800	5.83
5	LEE CHEE CHUEN	2,740,723	3.15
6	LEE SANDOR	1,775,700	2.04
7	INSIGHTS LAW LLC	1,723,595	1.98
8	UOB KAY HIAN PRIVATE LIMITED	1,646,184	1.89
9	HO KEE	1,637,805	1.88
10	WANG SHANSHAN	1,416,500	1.63
11	YEO KAN YEN	1,195,600	1.37
12	DBS NOMINEES (PRIVATE) LIMITED	865,900	0.99
13	MOOMOO FINANCIAL SINGAPORE PTE. LTD.	789,200	0.91
14	WU DONG	669,000	0.77
15	WANG JUNG MING@AUNG THET TUN	588,235	0.68
16	ONG SOON LIONG @ONG SOON CHONG	575,000	0.66
17	LEOW PUI LING	380,900	0.44
18	LOH FOON CHAN @ LEONG BEE LAY	369,900	0.42
19	LEE BEE ENG	365,200	0.42
20	LIM SIEW KEOK	360,000	0.41
	TOTAL	**78,854,798**	**90.56**

SHAREHOLDINGS STATISTICS

As at 25 November 2024

SUBSTANTIAL SHAREHOLDERS

Name of Substantial Shareholders	Direct Interest	Deemed Interest
MTBL Global Fund[1]	34,462,956	–
MTBL Global Holdings Pte. Ltd.	10,250,000	–
Sun Quan[2]	–	10,250,000

Notes

(1) MTBL Global Fund was placed in liquidation by an Order of the Grand Court of the Cayman Islands dated 27 March 2024 by the appointemnt of two Joint Official Liquidators to MTBL GLobal Fund. The Joint Official Liquidators of MTBL Global Fund are deemed to be interested in the shares held by MTBL Global Fund by their appointment as liquidators for the benefit of MTBL Global Fund's creditors.

(2) Mr Sun Quan is deemed interested in 10,250,000 shares held by MTBL Global Holdings Pte. Ltd. which is wholly-owned by him..

PUBLIC FLOAT

Based on information available to the Company as at 25 November 2024, approximately 47.28% of the total number of issued shares (excluding treasury shares) of the Company is held in the hands of public, and therefore, Rule 723 of the Listing Manual of the Singapore Exchange Securities Limited is complied with.

NOTICE OF ANNUAL GENERAL MEETING

Ascent Bridge Limited ("Company") ● (Incorporated in the Republic of Singapore ● Co. Registration No. 198399596G

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Ascent Bridge Limited will be convened and held at the RNN Conference Centre, 137 Cecil Street, #04-01 Cecil Building, Singapore 069537 on Monday, 23 December 2024 at 4.30 p.m. for the following purposes: -

AS ORDINARY BUSINESS

1. To receive and adopt the Audited Financial Statements of the Company for the financial year ended 31 March 2024 together with the Directors' Statement and Auditor's Report thereon. **(Resolution 1)**

2. To approve the Directors' fees of up to S$421,000 for the financial year ending 31 March 2025 and the payment thereof on a quarterly basis (S$421,000 for the financial year ended 31 March 2024). **(Resolution 2)**

3. To re-elect Dr Tan Khee Giap, a Director retiring under Article 104 of the Constitution of the Company. **(Resolution 3)** **(See Explanatory Note 1)**

4. To re-elect Mr Luke Anthony Furler, a Director retiring under Article 108 of the Constitution of the Company. **(Resolution 4)** **(See Explanatory Note 1)**

5. To re-appoint Ernst & Young LLP as Auditors of the Company and to authorise the Directors to fix their remuneration. **(Resolution 5)**

AS SPECIAL BUSINESS

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

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

"(a) That pursuant to Section 161 of the Companies Act 1967 and the Listing Manual of the Singapore Exchange Securities Trading Limited ("**SGX-ST**"), approval be and is hereby given to the Directors of the Company to: at any time to such persons and upon such terms and for such purposes as the Directors may in their absolute discretion deem fit, to:

(i) issue shares in the capital of the Company 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 thereto) 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 in their absolute discretion deem fit;

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

(i) the aggregate number of shares to be issued pursuant to this Resolution (including shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed 50% of the total number of issued shares (excluding treasury shares and subsidiary holdings), of which the aggregate number of shares (including shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) to be issued other than on a pro rata basis to existing shareholders of the Company does not exceed 20% of the total number of issued shares (excluding treasury shares and subsidiary holdings), and for the purpose of this Resolution, the total number of issued shares (excluding treasury shares and subsidiary holdings)) shall be the Company's total number of issued shares (excluding treasury shares) at the time this Resolution is passed, after adjusting for;

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

(B) new shares arising from exercising share options or vesting of share awards provided the options or awards were granted in compliance with Part VIII of Chapter 8 of the Listing Manual of the SGX-ST; and

(C) any subsequent bonus issue, consolidation or subdivision of the Company's shares,

and adjustments in accordance with (A) or (B) are only to be made in respect of new shares arising from convertible securities, share options or share awards which were issued and outstanding or subsisting at the time of the passing of this resolution, and

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

(Resolution 6)
(See Explanatory Note 2)

Any Other Business

7. To transact any other business which may be properly transacted at the Annual General Meeting.

By Order of the Board

Foo Soon Soo
Company Secretary

Singapore, 7 December 2024

EXPLANATORY NOTES: -

1. Dr Tan Khee Giap will, upon being re-elected as Director, remain as Independent Director, Chairman of the Nominating Committee and member of the Audit & Risk Committee and Remuneration Committees. Dr Tan is considered independent for the purpose of Rule 704(8) of the Listing Manual of SGX-ST.

   Mr Luke Anthony Furler will, upon being re-elected as Director, remain as Non-Executive and Non-Independent Director.

   Detailed information on Dr Tan and Mr Furler as set out in Appendix 7.4.1 of the Listing Manual of the SGX-ST are found in the Company's Annual Report 2024.

2. Resolution 6, if passed, will empower the Directors of the Company from the date of the above Meeting until the next Annual General Meeting to issue shares and convertible securities in the Company up to an amount not exceeding in aggregate 50% of the total number of issued shares (excluding treasury shares and subsidiary holdings) of the Company of which the total number of convertible securities issued other than on a pro rata basis to existing shareholders shall not exceed 20% of the total number of issued shares (excluding treasury shares and subsidiary holdings) of the Company at the time the resolution is passed, for such purposes as they consider would be in the interests of the Company. The total number of issued shares (excluding treasury shares and subsidiary holdings) of the Company for this purpose shall be the total number of issued shares (excluding treasury shares and subsidiary holdings) at the time this Resolution is passed (after adjusting for new shares arising from the conversion or exercise of convertible securities or share options which are outstanding or subsisting at the time this Resolution is passed and any subsequent bonus issues, consolidation or subdivision of the Company's shares). This authority will, unless revoked or varied at a general meeting, expire at the next Annual General Meeting of the Company.

NOTES:

1. Printed copies of the Notice of AGM, Proxy Form and the Request Form for a printed copy of the Annual Report will be despatched to the members of the Company. **The Annual Report will not be despatched to the members of the Company.** All documents (the Annual Report, the Proxy Form, and this Notice of Annual General Meeting ("**AGM**") have been, or will be, published on SGXNet and the Company's website, www.ascentbridge.com. They can be downloaded from SGXNet.

Submission of proxies

2. A member who is not a relevant intermediary is entitled to appoint not more than two proxies to attend, speak and vote at the meeting. Where such member's form of proxy appoints more than one proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the form of proxy.

3. A member who is a relevant intermediary is entitled to appoint more than two proxies to attend, speak and vote at the meeting, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such member's form of proxy appoints more than two proxies, the number of shares in relation to which each proxy has been appointed shall be specified in the form of proxy.

   "Relevant intermediary" has the meaning ascribed to it in Section 181 of the Companies Act 1967.

4. A proxy need not be a member of the Company.

5. The proxy form (a copy of which is attached hereto), duly completed and signed, must be submitted by:

   (i) mail to or lodged with the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd. at 1 Harbourfront Avenue, Keppel Bay Tower #14-07, Singapore 098632; or

   (ii) email to agm2024@ascentbridge.com (a clear scanned signed form in PDF)

   not later than 4.30 p.m. on 21 December 2024, being 48 hours before the time fixed for the meeting.

6. The proxy form must be signed by the appointor or his attorney duly authorised in writing. Where the proxy form is executed by a corporation, it must be executed either under its common seal or under the hand of any officer or attorney duly authorised.

7. In the case of members whose shares are entered against their names in the Depository Register (as defined in Part IIIAA of the Securities and Futures Act 2001 of Singapore), the Company may reject the proxy form submitted if such members' names do not appear on the Depository Register maintained by The Central Depository (Pte) Limited as at 72 hours before the time fixed for holding the meeting.

8. An investor who buys shares using CPF monies ("CPF Investor") and/or SRS monies ("SRS Investor") may attend and cast his/her vote(s) at the AGM in person if appointed as proxy of his/her CPF and/or SRS Approved Nominee(s). CPF and SRS Investors who are unable to attend the AGM but would like to vote, may inform their respective CPF and SRS Approved Nominees to appoint the Chairman of the Meeting to act as their proxy.

Submission of questions

9. Members may submit substantial and relevant questions related to the resolutions to be tabled at the AGM ahead of the AGM by email to agm2024@ascentbridge.com by 4.30 p.m. on 14 December 2024.

10. The Company will endeavour to address all substantial and relevant questions if received by the prescribed deadline above and post the answers on SGXNet and the Company's website by 19 December 2024. For CPF Investors and SRS Investors who submit substantial and relevant questions received after the prescribed deadline, the Company will endeavour to address them together with questions raised at the AGM. Where substantially similar questions are received, they will be consolidated and not all questions may be individually addressed.

Minutes of Annual General Meeting

11. The minutes of the AGM together with the responses to the substantial and relevant questions by the members not already answered and announced, will be posted on the SGXNet and the Company's website within one month after the date of the AGM.

Personal data privacy:

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

ASCENT BRIDGE LIMITED
(Incorporated in the Republic of Singapore)
Registration No. 198300506G

PROXY FORM

ANNUAL GENERAL MEETING

IMPORTANT
1. This Proxy Form is not valid for use by investors who hold shares in the Company through relevant intermediaries (as defined in Section 181 of the Companies Act 1967), including CPF and SRS investors. Such investors should approach their relevant intermediary as soon as possible to specify their voting instructions.

PERSONAL DATA PRIVACY
2. By submitting this Proxy Form, the member accepts and agrees to the personal data privacy terms set out in the Notice of Annual General Meeting dated 7 December 2024.

I/We ____

of ____

being a member/members of Ascent Bridge Limited (the "**Company**"), hereby appoint:

Name	Address	NRIC/ Passport No.	Proportion of Shareholdings to be represented by proxy (%)
and/or (delete as appropriate)			

or failing him/her/them, the Chairman of the Meeting as my/our proxy/proxies, to vote for me/us on my/our behalf at the Annual General Meeting ("**AGM**") of the Company to be held at RNN Conference Centre, 137 Cecil Street, #04-01 Cecil Building, Singapore 069537 on Monday, 23 December at 4.30 p.m. and at any adjournment thereof. I/We direct my/our proxy/proxies to vote for or against or abstain from voting on the resolutions to be proposed at the AGM in the spaces provided hereunder. If no specified directions as to voting are given, the proxy/proxies will vote or abstain from voting at his/their discretion.

Please indicate your vote "For" or "Against" or "Abstain" with a tick [✓] or cross (x) within the box provided.

No.	Ordinary Resolutions	No. of Votes or to indicate with a tick [✓] or cross (x)[1]		
		For	Against	Abstain
	Ordinary Business			
1.	To receive and adopt the Audited Financial Statements of the Company for the financial year ended 31 March 2024			
2.	To approve Directors' fee for the financial year ending 31 March 2025			
3.	To re-elect Dr Tan Khee Giap as Director			
4.	To re-elect Mr Luke Anthony Furler as Director			
5.	To re-appoint Ernst & Young LLP as Auditors of the Company			
	Special Business			
6.	To authorise Directors to issue and allot shares pursuant to Section 161 of the Companies Act 1967			

[1] All resolutions would be put to vote by poll in accordance with the listing rules of Singapore Exchange Securities Limited.

Please tick [✓] or cross (x) or indicate the number of votes within the box provided. A tick or cross would represent you are exercising all your votes "For" or "Against" or "Abstain" from voting on the relevant resolution.

Dated this ________ day of ________________ 2024

Total Number of Shares Held

____
Signature(s) of Member(s)/Common Seal

IMPORTANT: PLEASE READ NOTES BEFORE COMPLETING THIS PROXY FORM

NOTES:

1. A member who is not a relevant intermediary is entitled to appoint not more than two proxies to attend, speak and vote at the meeting. Where such member's form of proxy appoints more than one proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the form of proxy.

2. A member who is a relevant intermediary is entitled to appoint more than two proxies to attend, speak and vote at the meeting, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such member's form of proxy appoints more than two proxies, the number of shares in relation to which each proxy has been appointed shall be specified in the form of proxy.

   "Relevant intermediary" has the meaning ascribed to it in Section 181 of the Companies Act 1967 (the "Companies Act").

3. A proxy need not be a member of the Company.

4. The proxy form, duly completed and signed, must be submitted by:

   (i) mail to or lodged with the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd. at 1 Harbourfront Avenue, Keppel Bay Tower #14-07, Singapore 098632; or

   (ii) emailto agm2024@ascentbridge.com (a clear scanned signed form in PDF)

   not later than 48 hours before the time fixed for the meeting.

5. The proxy form must be signed by the appointor or his attorney duly authorised in writing. Where the proxy form is executed by a corporation, it must be executed either under its common seal or under the hand of any officer or attorney duly authorised.

6. In the case of members whose shares are entered against their names in the Depository Register (as defined in Part IIIAA of the Securities and Futures Act 2001 of Singapore), the Company may reject the form of proxy submitted if such members' names do not appear on the Depository Register maintained by The Central Depository (Pte) Limited as at 72 hours before the time fixed for holding the Annual General Meeting.

7. An investor who buys shares using CPF monies ("CPF Investor") and/or SRS monies ("SRS Investor") may attend and cast his/her vote(s) at the meeting in person if appointed as proxy of his/her CPF and/or SRS Approved Nominee(s). CPF and SRS Investors who are unable to attend the meeting but would like to vote, may inform their respective CPF and SRS Approved Nominees to appoint the Chairman of the Meeting to act as their proxy.

8. Completion and return of the proxy form shall not preclude a member from attending and voting at the meeting. Any appointment of a proxy/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.

9. A corporation which is a member of the Company may authorise by resolution of its directors or other governing body such person as it thinks fit to act as its representative at the meeting, in accordance with its constitution and Section 179 of the Companies Act.

10. A member should insert the total number of shares held. If the member has shares entered against his name in the Depository Register (maintained by The Central Depository (Pte) Limited), he/she should insert that number of shares. If the member has shares registered in his/her name in the Register of Members (maintained by or on behalf of the Company), he/she should insert that number of shares. If the member has shares entered against his/her name in the Depository Register and shares registered in his name in the Register of Members of the Company, he should insert the aggregate number of shares. If no number is inserted, the proxy form will be deemed to relate to all the shares held by the member of the Company.

11. Personal data privacy: By submitting the proxy form, the member accepts and agrees to the personal data privacy terms set out in the Notice of Annual General Meeting.

CORPORATE INFORMATION

DIRECTORS

Qiu Peiyuan
Sun Quan
Dr. Tan Khee Giap
Siow Chee Keong
Furler Luke

SECRETARY

Foo Soon Soo

REGISTERED OFFICE

9 Temasek Boulevard, #28-05
Suntec Tower Two, Singapore
038989
Tel: (65) 6261 2244
Fax: (65) 6264 0080
Email: enquiry@ascentbridge.com
Website: www.ascentbridge.com

AUDITORS

Ernst & Young LLP
Ang Chuen Beng
Audit Partner
(Appointed since financial year ended 31 March 2023)

SHARE REGISTRAR AND SHARE TRANSFER OFFICE

Boardroom Corporate & Advisory Services Pte. Ltd.
1 Harbourfront Avenue
Keppel Bay Tower #14-07
Singapore 098632

Ascent Bridge 禮仕時

New Spirit, New Impetus (SGX:AWG)

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