COMPOUNDING VALUE

Annual Report 2024

ValueMax GROUP

CONTENTS

CORPORATE PROFILE

*ValueMax Group Limited ("**ValueMax**") provides pawnbroking and moneylending services, as well as the retail and trading of jewellery and gold. The Group's first pawnbroking outlet was set up in 1988 and the Group became the first pawnbroking chain to be listed on the Mainboard of Singapore Stock Exchange in 2013. Drawing on a solid track record of professional service and in-depth industry knowledge, ValueMax has expanded to 50 pawnbroking and retail outlets at strategic locations throughout Singapore and has one other pawnshop operated by an associated company. Abroad, ValueMax operates 27 outlets in Malaysia through its associated companies.*

Pawnbroking

One of the key businesses of the Group is pawnbroking service. Pawnbroking is a form of collateralised loan. Pawners pledge personal valuables as collaterals for the loans extended. Typical pledges include jewellery in yellow or white gold, diamond jewellery and branded time pieces. Gold, platinum or silver bars and coins are also accepted as pledges.

Retail of Jewellery and Watches

The Group sells both new and pre-owned jewellery at all its outlets. The merchandise includes gold and diamond jewellery, gold bars and coins, branded watches and Hermès bags. Pre-owned gold and diamond jewellery undergo a makeover process to look new, while pre-owned watches are polished and the movements thoroughly checked. The rejuvenated pre-owned items are sold at attractive second-hand prices.

Moneylending

The Group's moneylending business grants both secured and unsecured term loans. The main target market for the moneylending business includes businessmen and corporates that have urgent cash needs. In addition, the Group also provides hire purchase and floor stock financing for the automotive industry.

Gold Trading

The Group's gold trading wholesale company purchases scrap gold from its own subsidiaries as well as other pawnbrokers and jewellery traders, while it sells fine gold bars to jewellery factories, wholesalers and retailers.

CHAIRMAN'S STATEMENT

ValueMax has demonstrated remarkable strength and resilience throughout FY2024, overcoming challenging market conditions to achieve significant loan growth and record exceptional financial results.

Yeah Hiang Nam
Executive Chairman

Another Year of Remarkable Growth

ValueMax has demonstrated remarkable strength and resilience throughout FY2024, overcoming challenging market conditions to achieve significant loan growth and record exceptional financial results. For the financial year ended 31 December 2024, the Group proudly reported a profit before tax of $97.6 million, a 53.9% increase from the previous year. This success is a testament to the dedication and unwavering commitment of our team and our strategic execution.

Strong Performance Across Key Segments

Our core business segments of pawnbroking, moneylending as well as the retail and trading of jewellery and gold have seen growth, playing pivotal roles in driving the Group's record net profit. We have remained steadfast in our commitment to maintaining a solid balance sheet, employing prudent and strategic approaches to fuel our growth.

Our associated company, Well Chip Group Berhad, achieved a significant milestone with its successful listing on the Bursa Malaysia Main Market in July 2024, becoming the first pawnbroker to attain this status in the country. This landmark achievement contributed a one-time gain of $10.1 million to our profit before tax, further strengthening our financial performance.

Throughout the year, we continued to expand our core business of pawning gold, diamond jewellery, and branded timepieces. This expansion has been met with success, as we leveraged on our industry expertise in pawnbroking to uphold high standards of service and operational efficiency across our new outlets, increasing revenue for the year by $6.2 million.

In Singapore, we acquired a pawnbroking and retail businesses in Ang Mo Kio while in Malaysia, our associated company opened one new pawnbroking outlet, bringing the total number of our establishments to 48 in Singapore and 27 in Malaysia for the year. In March 2025, we acquired two additional pawnbroking and retail businesses located in Sembawang and Hougang. Our premier pawnbroking service at Waterloo Centre, designed to accept a wider range of pledges for customers with special requirements, continues to attract a growing clientele.

Furthermore, our licenced moneylending business saw revenue growth of $2.3 million in 2024. We predominantly provide secured loans to customers, including businesses and individuals with urgent working capital needs or unforeseen cash demands.

Revenue for our retail and gold trading business grew by $116.7 million in 2024. The retail sector, offering both renewed and new gold and jewellery alongside accepting trade-in pre-owned gold and jewellery items, remains a steadfast part of our portfolio. Meanwhile, our gold trading business continues to purchase gold from end consumers as well as trade sources, contributing to our diverse revenue streams.

ValueMax's outstanding performance in FY2024 reflects sustained positive momentum and robust growth across all business segments. By leveraging our core strengths

CHAIRMAN'S STATEMENT

and a loyal customer base, the Company has once again achieved record earnings. We remain steadfast in our commitment to delivering long-term value for our shareholders while continuing to drive innovation and excellence across our operations.

Risk Management

The past year presented unique challenges, notably influenced by the Israel-Hamas war, which led to further increase in gold prices. This increase in gold value, which makes up a significant component of our pawn collaterals, has positively impacted our operations.

Despite global geopolitical challenges, our core pawnbroking business has proven to be counter-cyclical, thriving even in recessionary periods. Additionally, our secured moneylending business has remained strong amidst upward trends in asset prices.

Our strong balance sheet and healthy cash flow position allow us to avoid excessive cash holdings. Beyond operational cash flows, we leverage diversified funding sources to support loan book growth, including financing from leading banks in Singapore and Malaysia.

We presently have several tranches of commercial papers issued on the SDAX and ADDX digital platforms, and these have garnered strong investor support. Furthermore, we have in place a S$300 million multicurrency medium-term note programme that we can leverage as needed. With these resources in place, we are strategically positioned to capitalise on market opportunities and continue growing our loan book prudently.

As our total assets have grown from $1.08 billion as at end of 2023 to $1.25 billion as at end of 2024, driven primarily by the growth from our pawnbroking and moneylending loan book, our total borrowings have increased in tandem from $614 million in 2023 to $687 million in 2024. The Group's current debt-to-equity ratio of 1.3 times is conservatively leveraged within the pawnbroking industry.

Our commitment to prudent risk management is unwavering. Over 95% of our total loan book remains secured by tangible assets such as gold, jewellery, watches, properties, and vehicles. We meticulously evaluate each business expansion opportunity, lending conservatively and adhering to sound financial principles and regulatory compliance.

Looking Ahead with Confidence

As we look to the future, we acknowledge the challenges posed by global economic uncertainties, inflation, geopolitical risks, and intense competition. However, we are optimistic about the growing demand for pre-owned jewellery in the retail market, aligning with consumers' increasing focus on environmental sustainability. Pre-owned jewellery eliminates the energy-intensive manufacturing process required for new pieces, reducing environmental impact and providing a more sustainable option for customers.

Every piece of pre-owned jewellery ValueMax retails undergoes a careful makeover process to restore its beauty and durability, making it look as-good-as-new while being offered at pre-owned prices. Opting for pre-owned jewellery not only allows consumers to enjoy substantial

CHAIRMAN'S STATEMENT

cost savings on labour, GST, and intermediary fees linked with bringing the jewellery from mines to retail stores, but it also provides an exceptional value proposition.

Our plans for the upcoming year include the strategic expansion of pawnbroking outlets in Singapore and Malaysia through acquisitions and new store setups. We are also committed to the continued growth of our moneylending business.

We are confident that our well-established brand, coupled with our dedicated and highly skilled team, positions us strongly to pursue our strategy of building distinctive differentiation. Sustainability considerations will remain integral to our decision-making processes as we navigate the evolving market landscape.

Corporate Social Responsibility

As a responsible corporate citizen, ValueMax is committed to giving back to society. We uphold high standards of Environmental, Social, and Governance (ESG) practices within our organisation. Initiatives such as our eco-shop programme to monitor water and energy consumption reflect our dedication to reducing our carbon footprint.

We actively engage in business and community initiatives, aligning our mission with community organisations to create a positive impact. Our annual contributions to UOB's heartbeat charity campaigns, POSB Kid's Run as well as other charities reflect our commitment to supporting underprivileged communities.

Rewarding Shareholders

The Board of Directors has recommended a one-tier tax-exempt cash/scrip dividend of 2.68 Singapore cents per ordinary share for the financial year ended 31 December 2024, subject to shareholders' approval at the Annual General Meeting on 22 April 2025.

Appreciation

In closing, I extend my heartfelt gratitude to every individual and team within ValueMax for their dedication, energy, and resilience throughout the year. Your unwavering commitment has been instrumental in our success. I also extend my appreciation to the ValueMax Board of Directors for its counsel and guidance. A special acknowledgment goes to our bankers, business associates, and shareholders for their unwavering support. To all our customers, it has been ValueMax Group's immense privilege to serve you. Your trust and confidence in us have driven our continued growth.

Thank you for your continued trust in ValueMax.

Yeah Hiang Nam
Executive Chairman

OPERATIONS REVIEW

We will continue to explore acquisition opportunities and suitable locations to grow our network of pawnshops and retail outlets, and grow our moneylending business.

Yeah Chia Kai
Chief Executive Officer

Review of performance of the Group

Revenue

The Group's revenue increased from $331.0 million in FY2023 to $456.2 million in FY2024. Revenue from retail and trading of jewellery and gold, pawnbroking and moneylending businesses increased by $116.7 million, $6.2 million and $2.3 million respectively.

Cost of sales

The Group's cost of sales increased from $230.8 million in FY2023 to $326.4 million in FY2024. The increase is mainly due to increase in cost of sales for retail and trading of jewellery and gold of $100 million, which is in line with the increase in revenue. These were partially offset by a decrease in cost of sales for pawnbroking businesses and moneylending business by $0.6 million and $3.8 million respectively.

Gross profit

Overall gross profit increased by $29.6 million in FY2024 compared with the same period in FY2023. Gross profit margin decreased from 30.3% in FY2023 to 28.5% in FY2024 due to higher revenue contribution by the retail and trading of jewellery and gold business which has lower gross margin.

Other operating income

Other operating income increased from $6.4 million in FY2023 to $7.8 million in FY2024. This is mainly due to the increases in facility fee income, unrealised foreign exchange gain, and rental income of $1.0 million, $0.6 million and $0.1 million respectively. These were partially offset by the decreases in interest income and management fee income of $0.3 million and $0.1 million respectively.

Marketing and distribution expenses

Marketing and distribution expenses comprise mainly commission charges, labour charges, licence fees, advertisement and exhibition charges, and repair and reconditioning expenses. The decrease in marketing and distribution expenses from $2.6 million in FY2023 to $2.4 million in FY2024 was mainly due to the decrease in labour charges and commission charges of $0.1 million each respectively.

Administrative expenses

Administrative expenses comprise mainly employee benefits expense, rental expenses, depreciation expenses, legal and professional fees and insurance premiums. The increase in administrative expenses from $37.1 million in FY2023 to $42.5 million in FY2024 was mainly due to the increases in employee benefit expenses of $3.6 million and legal and professional fees of $1.1 million. The increase in employee benefit expenses was due to the increase in headcount and salary adjustments.

OPERATIONS REVIEW

Other operating expenses

Other operating expenses increased from $2.2 million in FY2023 to $2.6 million in FY2024 mainly due to the increase in allowance for expected credit losses on trade receivables of $0.6 million. These were partially offset by the decrease in foreign exchange loss of $0.2 million.

Share of results of associates

The Group's share of results of associates increased from $5.3 million in FY2023 to $6.3 million in FY2024, due to increased contribution from the Malaysia associated companies.

Gain on dilution of interest in an associate

In FY2024, there was a gain on dilution of interest in an associate of $10.1 million, in connection with the listing of an associate of the Company in Malaysia, resulting in changes in the interest held on the associate.

Profit before tax

As a result of the above, profit before tax increased from $63.4 million in FY2023 to $97.6 million in FY2024.

Income tax expense

Income tax expense increased by $3.9 million in FY2024, which is in line with the increase in profit before tax.

Balance sheet and cash flow highlights

Non-current assets increased by $171.1 million from $201.6 million as at 31 December 2023 to $372.7 million as at 31 December 2024. These were due to increases in property, plant and equipment of $9.7 million, right-of-use assets of $2.9 million, investment in associates of $18.3 million and trade and other receivables of $140.3 million. These were partially offset by the decrease in derivative asset of $0.1 million.

Current assets decreased by $0.6 million from $875.0 million as at 31 December 2023 to $874.4 million as at 31 December 2024. These were due to decreases in trade and other receivables of $2.0 million and inventories of $0.5 million. These were partially offset by increases in prepaid operating expenses of $0.6 million and cash and bank balances of $1.3 million.

Current liabilities increased by $82.6 million from $591.6 million as at 31 December 2023 to $674.2 million as at 31 December 2024 as a result of increases in loans and borrowings of $76.6 million, other current liabilities of $1.0 million, income tax payable of $4.7 million and lease liabilities of $0.7 million. These were partially offset by the decrease in trade and other payables of $0.4 million.

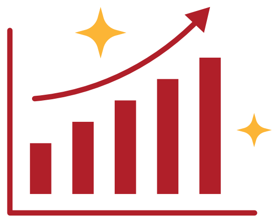
Non-current liabilities decreased by $1.0 million from $56.1 million as at 31 December 2023 to $55.1 million as at 31 December 2024. These were due to decreases in loans

OPERATIONS REVIEW

REVENUE

$456.2m

Increased **37.8%** from
$331.0 million in FY2023



PROFIT BEFORE TAX

$97.6m

Increased **53.9%** from
$63.4 million in FY2023

and borrowings of $3.2 million and deferred tax liabilities of $0.2 million. These were partially offset by increases in lease liabilities of $2.3 million and derivative liabilities of $0.1 million.

Equity comprises share capital, treasury shares, retained earnings, capital reserve, merger reserve, foreign currency translation reserve, cash flow hedge reserve and non-controlling interests. Total equity of the Company increased from $428.9 million as at 31 December 2023 to $517.8 million as at 31 December 2024 mainly due to increases in share capital, retained earnings and non-controlling interests.

In FY2024, the net cash flows used in operating activities was $56.3 million. This comprises operating cash flows before working capital adjustments of $121.7 million, adjusted by net working capital outflow of $138.2 million. In FY2024, the Group received interest income of $0.3 million, with net income tax paid of $9.4 million and interest paid of $30.7 million. The net working capital outflow was a result of the increases in trade and other receivables of $140.9 million, prepaid operating expenses of $0.5 million, decrease in trade and other payables of $0.4 million and decrease in other liabilities of $0.8 million. These were partially offset by the decrease of inventories of $4.4 million.

In FY2024, the net cash flows used in investing activities amounted to $11.3 million arising from the purchase of property, plant and equipment of $11.4 million. This was partially offset by dividend received from associates and other investment of $0.1 million.

The net cash flows generated from financing activities in FY2024 amounted to $64.9 million comprising net proceeds from loans and borrowings of $67.3 million and proceeds from issuance of ordinary shares pursuant to the rights cum warrants issue of $23.2 million. These were partially offset by repayment of lease liabilities of $5.8 million and the payment of dividends of $19.8 million.

Outlook

Gold price has been on the rise since the the beginning of the year, rising above USD2,900 per ounce in February 2025. With heightened trade and geopolitical tensions, gold price may continue to remain high in the near future. The Group continues to face a challenging business environment and increased competition, especially in the moneylending segment.

The Group acquired the pledge loan book amounting to $3.3 million from Ban Fook Pawnshop Pte Ltd ("Ban Fook") in February 2025 and completed the acquisitions of Ban Fook and Heng Heng Pawnshop Pte Ltd in March 2025. The Group will continue to explore acquisition opportunities and suitable locations to grow our network of pawnshops and retail outlets, and grow our moneylending business.

Yeah Chia Kai
Chief Executive Officer

DIRECTORS' PROFILE

From left of photo: Tan Soon Liang, Yeah Lee Ching, Lim Teck Chai, Danny, Yeah Hiang Nam, Yeah Chia Kai. Tan Guan Hiang and Neo Poh Kiat

Yeah Hiang Nam (PBM)
Executive Chairman

Yeah Hiang Nam (PBM) was appointed as the Executive Chairman of our Company on 1 January 2022. He is the founder of the company and is responsible for forming strategic directions and overseeing the Group's business.

Mr. Yeah has over 50 years of experience dealing with gold and jewellery and over 30 years in the pawnbroking industry. He started as a jewellery salesman in 1969 and in 1979 founded Golden Goldsmith Jewellers, which manufactured and wholesaled gold ornaments. In 1989, he started Ban Soon Pawnshop Pte Ltd with other business partners.

Mr. Yeah is a recipient of both the EY Entrepreneur of the Year for Financial Services Category in 2019 as well as Top Entrepreneur in the Entrepreneur of the Year Award 2010 by the Rotary-ASME. He was awarded the Public Service Medal in 2016 for his contributions to society and business. He is a Patron of Clementi Citizens' Consultative Committee and the Honorary Presidents for Singapore Pawnbrokers Association and Teo Yeonh Huay Kuan, as well as President for Yao's Association (previously known as Yeow Si Kong Huey).

Yeah Chia Kai
Chief Executive Officer

Yeah Chia Kai was appointed as the Chief Executive Officer of our Company on 1 January 2022 and is responsible for the strategy, execution, and growth of our Group.

Mr Yeah joined our Company as an Operations Executive in 2004, before assuming the role of General Manager of our Group in 2009, where he was responsible for professionalising and scaling the business. He was appointed Executive Director (Pawnbroking and Retail) in 2013, where he was responsible for overseeing the pawnbroking and retail businesses. He also started the Group's auto-financing business in 2015, and the mass market lending business in 2018.

Mr Yeah holds a Master of Business Administration degree from Columbia University. He also holds a Certified Diamond Grader Diploma by the HRD Antwerp and a Foundation Certificate in Gemology from the Gemmological Association of Great Britain.

Yeah Lee Ching
Executive Director

Yeah Lee Ching was appointed as Managing Director, Retail and Trading on 8 October 2024 and the position of Executive Director as of 12 April 2013. She is responsible for leading the organization's marketing initiatives and overseeing the valuation, gold trading, as well as corporate communications of our Group.

Ms. Yeah has over 20 years of experience in the jewellery and gemstones industry, having been the General Manager of Golden Success Jewellery Pte Ltd, and then the Marketing and Communications Manager (Asia Pacific) of Signity Management Pte Ltd (a subsidiary of Swarovski). Yeah Lee Ching first joined our Group as Marketing Manager in 2004.

Ms. Yeah holds a Master of Business Administration degree from the National University of Singapore. She also obtained a Graduate Gemologist diploma from the Gemological Institute of America (GIA). She is currently the President of Enterprise 50 Association and Honorary Secretary of Singapore Pawnbrokers Association. She also serves on the Board of Directors for UOB-SMU Asian Enterprise Institute.

DIRECTORS' PROFILE

Neo Poh Kiat

Lead Independent Non-Executive Director

Neo Poh Kiat was appointed as the Lead Independent Non-Executive Director of the Company on 1 January 2022. He chairs the Audit Committee and is a member of the Remuneration Committee.

Mr. Neo was Managing Director of financial advisory firm, Octagon Advisors (Shanghai) Co. Ltd. from March 2005 to Nov 2018. Between 1976 and January 2005, he had held senior managerial positions in the DBS Bank group of companies and the United Overseas Bank Ltd, including as a managing director in DBS Bank and Country Officer (China), Head – Corporate Banking (Greater China) at United Overseas Bank Ltd.

Mr. Neo is currently an independent director of the public listed companies China Yuchai International Limited and Capitaland China Trust Management Limited. He is also an independent director the Fullerton Credit Group of companies in China.

Mr. Neo obtained a Bachelor of Commerce Degree (Honors) from Nanyang University, Singapore.

Tan Guan Hiang

Independent Non-Executive Director

Tan Guan Hiang was appointed as an Independent Director on 8 August 2020. She chairs the Remuneration Committee and is a member of the Audit Committee and Nominating Committee.

Dr Tan was the Head of Group Human Resources for OCBC for 16 years. Prior to her career with OCBC, she headed the Human Resource function for several global companies including the LVMH/Duty Free Group and Apple Computer in Singapore. She started her career as a lecturer at the Ngee Ann Polytechnic, Singapore.

Dr Tan holds a Doctorate in Business Administration, Hong Kong Polytechnic University; MSc. in Gerontology, University of Southampton; MBA, University of Hull; and a Diploma in Personnel Management, University of Cardiff. She is a trained Executive Coach from Columbia University. She is currently an Independent Director of Kingsmen Creatives Ltd. and an Adjunct Faculty member in a local university. She also serves on the boards of several non-profit organizations.

Tan Soon Liang

Independent Non-Executive Director

Mr Tan Soon Liang was appointed as an Independent Non-Executive Director of the Company on 1 January 2022. He chairs the Nominating Committee and is a member of the Audit Committee.

He is the Founder and Managing Director of Ti Ventures Pte. Ltd., which invests in growing businesses and partnering business owners through leading its corporate development, business transformation and mergers and acquisitions functions since May 2009. He is also the Managing Director of Omnibridge Capital Pte. Ltd. since December 2014, which focuses on early stage angel and venture capital investments. Prior to that, he was the head of business advisory and subsequently, an advisor at BDO Raffles Advisory Pte Ltd.

Mr Tan is currently an Independent Director of ISDN Holdings Limited, Stamford Land Corporation Limited, Choo Chiang Holdings Limited, Far East Group Limited and EuroSports Global Limited.

Mr Tan graduated with a Bachelor of Business (Honours) Degree, majoring in Financial Analysis from Nanyang Technological University (NTU) in 1997 and a Master of Business Administration Degree from University of Hull, United Kingdom in 2001. He is a CFA® charterholder from CFA Institute, United States of America since 2000 and a member of the Singapore Institute of Directors since 2022.

He also serves as the President of NTU Nanyang Business School Alumni Association and a Board Director of Spectra Secondary School. He also serving on the School Advisory Committee of Bukit Panjang Government High School.

DIRECTORS' PROFILE

Lim Teck Chai, Danny

Independent Non-Executive Director

Lim Teck Chai, Danny was appointed as an Independent Non-Executive Director of the Company on 1 January 2022. He is a member of the Nominating and Remuneration Committees.

Mr. Lim has more than 25 years of experience in legal practice. He is currently a partner in the Capital Markets and Mergers & Acquisitions Practice Group at Rajah & Tann Singapore LLP. He joined the law firm in 1998 and has been practising and advising on all aspects of corporate legal advisory and transactional work, both locally and regionally. He has a wide range of experience in amongst others, acquisitions, investments, takeovers, initial public offerings and restructuring.

Mr. Lim is also an independent director of the public listed companies Kimly Limited, Stamford Land Corporation Limited, Choo Chiang Holdings Limited and Advancer Global Limited.

Mr. Lim graduated from the National University of Singapore in 1998 with a Bachelor of Laws degree (Honors). He further received a Master of Science degree in Applied Finance from Nanyang Technological University and was admitted to practice as an advocate and solicitor of the High Court of Singapore.

KEY MANAGEMENT

Carol Liew
Chief Financial Officer

Carol Liew joined the Company as the Chief Financial Officer in September 2012. She is in charge of overseeing all accounting and finance functions of our Group.

Ms. Liew started her career with Cooper & Lybrand's audit division in 1993. She then joined Pricewaterhouse-Coopers Corporate Finance Pte Ltd where she advised clients on matters relating to capital markets, mergers and acquisitions, corporate and debt restructuring, independent financial advisory and business valuation projects. She later served as the Vice President (Finance and Administration) of Straco Corporation Ltd, then the Chief Financial Officer of TranSil Corporation Pte Ltd and Rotol Singapore Ltd respectively. Prior to joining our Group, she was the Associate Director for Corporate Development of SEF Group Ltd.

Ms. Liew holds a Bachelor of Commerce degree from The University of Western Australia and a Certificate of Singapore Law and Tax Management from Nanyang Technological University. She is also a Certified Practicing Accountant (Australia) since 2003 and a CFA® Charterholder since 2006. Ms Liew serves as Vice President on the Board of the Young Women's Christian Association.

Yeah Chia Wei
Chief Credit & Risk Officer

Yeah Chia Wei was appointed as our Chief Credit and Risk Officer on 1 January 2022. He is responsible for the Group's credit risk assessment and loan portfolio management functions with particular focus on the moneylending segment. He is also a key member of the senior management team responsible for identifying, analysing and mitigating significant competitive, operational, financial, technological, reputational and regulatory risks that can threaten the Group's capital, earnings and security.

Mr. Yeah began his career as a business analyst in the corporate planning division of Maybank Singapore in 1999. He joined our Group in 2001 as finance manager of ValueMax Pawnshop (BD) before becoming the finance director of our Group from 2009 to 2013, where he was responsible for all the finance and administrative matters. In 2014, he was appointed as the Director of Loans – moneylending and concurrently appointed as Special Assistant to the CEO in 2016, where he was responsible for managing our moneylending segment and assists the CEO in strategic decisions.

Mr. Yeah graduated from the University of Manchester with a Bachelor of Arts in Finance (First Class Honours) in 1998. He qualified as a CFA® charterholder in 2002.

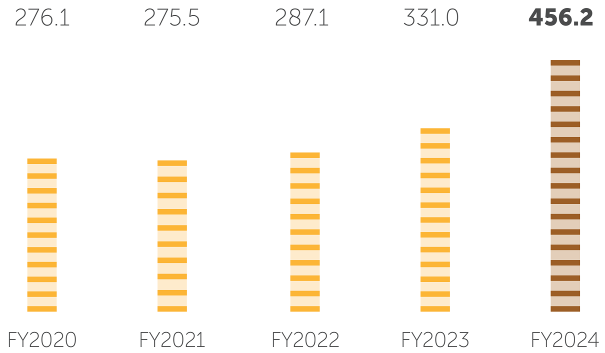
Leong Koon Weng
Director of Business Development

Leong Koon Weng is our Director of Business Development since August 2014. He develops new business opportunities to ensure growth and profitability of our Group.

Mr. Leong has 20 years of experience in banking where he held various positions with local and international banks in corporate banking, enterprise banking and credit risk review. He also has 8 years of experience in SGX listed companies, namely Gates Electronics Limited (now known as China Environment Limited) and Oceanus Group Limited where he served as the Executive Director and Chief Financial Officer respectively. Prior to joining our Group, Leong Koon Weng was a director in Windsor Management Pte Ltd.

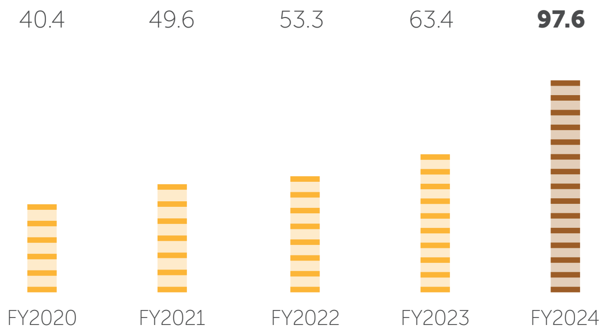
Mr. Leong graduated with a Bachelor of Social Sciences (Honours in Economics) degree from the National University of Singapore. He is a member of the Singapore Institute of Directors.

FINANCIAL HIGHLIGHTS



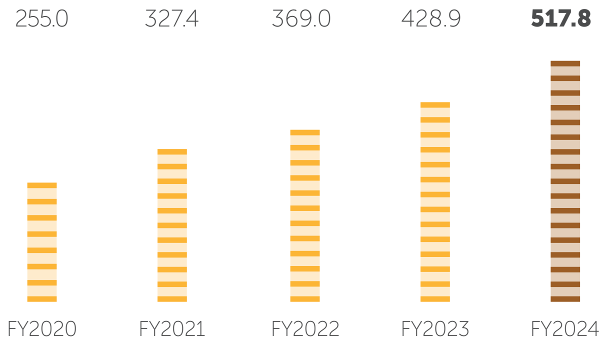
Revenue

$456.2m



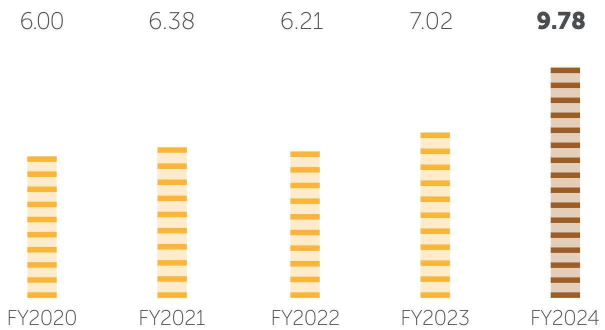
Profit Before Tax

$97.6m



Net Asset Value

$517.8m



Earnings Per Share
Cents

9.78¢

CORPORATE SOCIAL RESPONSIBILITY

WE ARE COMMITTED TO ACHIEVE TRIPLE BOTTOM LINE

People **Profit** **Planet**

Corporate social responsibility is in the DNA of our organisation. As one of the market leaders in both the pawnbroking and moneylending industries, we demonstrate our commitment through caring for society.

ValueMax is dedicated to responsible business conduct, environmental stewardship, and exemplary corporate citizenship. We are steadfast in our pledge to integrate ESG considerations into our core business agenda, aiming for sustained, long-term viability.

Sustainability serves as a cornerstone of ValueMax, and we aspire to operate with minimal carbon footprint while incorporating circular practices into our business model. Given the urgent status of the climate crisis, there is a collective call for action to transform the ways we live, produce, and consume. We believe in achieving our growth and success sustainably by concurrently fostering the sustainable development of the communities in which we operate – whether they are social, business, or national communities. Our overarching vision is centered on driving long-term sustainability.

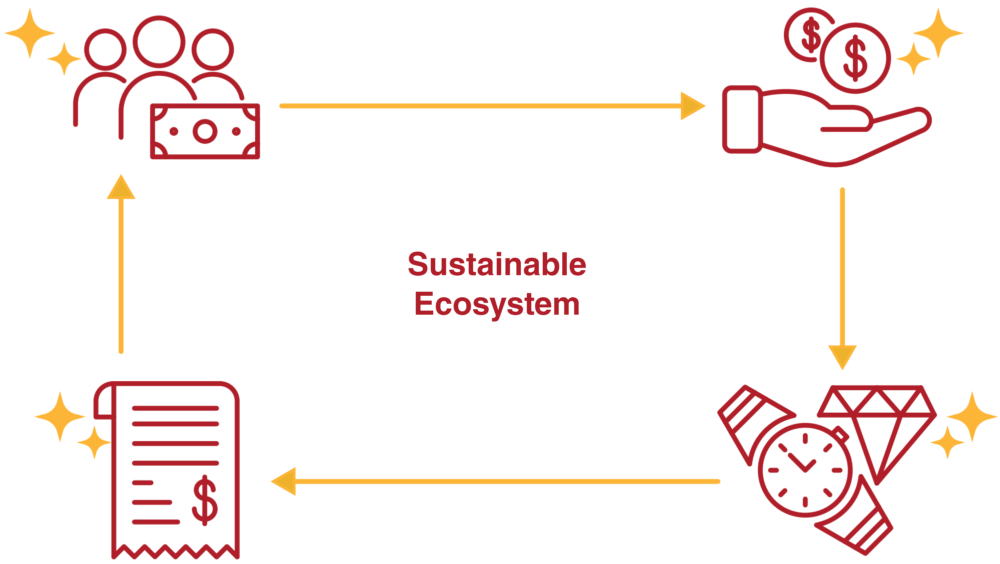
In alignment with our key material issues, we are committed to striking a balance between financial growth and ESG performance. To holistically integrate sustainability across the entire Group, our sustainability strategy focuses on policies and commitments, minimising our environmental impact, capitalising on opportunities, and actively engaging with the community.

Supporting the health of the planet

The journey towards carbon reduction is not an easy one, but we aim to be bold in our goals and in the way we address environmental and climate concerns. In alignment with our pledge to diminish our environmental impact, we have conscientiously monitored our electricity consumption and greenhouse gas emissions. Our headquarters has earned the Eco-shop compliant mark from the Singapore Environmental Council ("SEC"), certifying our environmental performance against key criteria such as indoor environment and air quality, resource recovery and recycling, as well as water and energy conservation. Our objective is to extend the adoption of the same eco-shop standard to all upcoming new shops, furthering our commitment to reducing energy consumption.

As much as possible, we also "recycle" our pre-owned gold and jewellery products by "upcycling" them through a meticulous multi-step cleaning, polishing and recoating the jewellery before retailing them, instead of mainly remaking new ones which would have produced more carbon footprint.

CORPORATE SOCIAL RESPONSIBILITY



Working together for the well-being of our individuals and communities

Of equal importance to us is the social impact we make and the welfare of our employees. We are committed to continue investing in staff training and development and work on deepening staff engagement. We believe that long term investment in human capital is the key to long term sustainable success.

In a demonstration of our commitment to the local community, we actively engaged in volunteer initiatives, provided financial support, and conducted workshops to empower both our employees and the communities in our vicinity. This multifaceted approach reflects our dedication to fostering a positive workplace culture and contributing meaningfully to the well-being of those connected to our organisation.

We embrace the ethos of giving back to society by actively engaging in business and community initiatives. Throughout the years, we have spearheaded various significant initiatives, including annual contributions to UOB's heartbeat charity campaign and active involvement in hands-on experiences and volunteering to support the community.

Effective governance lies at the heart of our commitment

Central to our sustainability objective is effective governance. As prominent figures in both the pawnbroking and moneylending sectors, we underscore our dedication through the practice of responsible lending and borrowing. The Group is resolute in adhering to all relevant laws and regulations pertaining to the prevention of money laundering and terrorism financing. Rigorous training is provided to all Group employees to ensure vigilance against any illicit use of the Group's products and services by money launderers, terrorists, or those funding terrorist activities. To underscore this commitment, the Company has devised a comprehensive Prevention of Money Laundering and Terrorist Financing (PMLTF) Framework, along with associated procedures and controls, drawing insights from analogous industries with substantial PMLTF compliance activities.

Looking to the 2025 financial year and beyond, we envision a promising future for ValueMax. The complexities of the global environment, as evident in the past year, necessitate ongoing analysis and adaptability to effectively serve our stakeholders and progress toward our sustainability objectives. With the unwavering commitment of our team and collaborators, we approach the future with confidence.

CORPORATE INFORMATION

Directors

Yeah Hiang Nam
Executive Chairman

Yeah Chia Kai
Chief Executive Officer

Yeah Lee Ching
Executive Director

Neo Poh Kiat
Lead Independent Director

Tan Guan Hiang
Independent Director

Tan Soon Liang
Independent Director

Lim Teck Chai, Danny
Independent Director

Company Secretary

Lotus Isabella Lim Mei Hua

Registered Office

261 Waterloo Street
#01-35
Singapore 180261
Tel: +65 6466 5500
Fax: +65 6441 7195

Share Registrar

Tricor Barbinder Share Registration Services
9 Raffles Place #26-01
Republic Plaza
Singapore 048619

Principal Bankers

CIMB Bank Berhad
DBS Bank Ltd.
Oversea-Chinese Banking Corporation Limited
Maybank Singapore Limited
RHB Bank Berhad
Sing Investments & Finance Limited
United Overseas Bank Limited

Auditor

Ernst & Young LLP
One Raffles Quay
North Tower, Level 18
Singapore 048583
Partner in charge: Sharon Peh
(Since financial year ended
31 December 2022)

FINANCIAL CONTENTS

CORPORATE GOVERNANCE REPORT

The Board of Directors (the "**Board**") of ValueMax Group Limited ("**ValueMax**" or the "**Company**") is committed to observing and maintaining high standards of corporate governance to enhance corporate performance and accountability, as well as safeguard the interest of all its stakeholders as well as to promote investors' confidence.

This corporate governance report ("**Report**") describes the corporate governance framework and practices of the Company that were in place throughout the financial year ended 31 December 2024 ("**FY2024**") with specific reference to the Principles and Provisions of the Code of Corporate Governance 2018 ("**Code**") and accompanying Practice Guidance.

The Board recognises the need to maintain a balance of accountability in creating and preserving shareholder value and achieving its corporate vision for the Company and its subsidiaries (the "**Group**").

The Company has adopted, as far as possible, the principles and provisions of corporate governance in line with the recommendations of the Code of Corporate Governance 2018 (the "**Code**").

This statement on the corporate governance practices of ValueMax describes the corporate governance policies practised by ValueMax during the financial year ended 31 December 2024, with specific references made to each of the principles set out in the Code. ValueMax has complied substantially with the principles and provisions as set out in the Code. Explanations have been provided in the relevant sections below where there have been any deviations from the Code. Where there are deviations from the Code, the Board has taken into consideration the current alternative practices in place and are of the view that these are sufficient to meet the underlying objectives of the Code.

Sustainability Reporting

The Board recognises that one of the keys to building a sustainable business involves finding a balance between addressing its business needs and the needs of the society and the environment in which the Group operates. The Board strongly believes that to grow sustainably as a forward-looking corporate entity, the Group has to regularly reach out and work together with all its stakeholders, from its employees to the community, and be responsible stewards of its natural environment.

The Board is aware that, pursuant to Rule 711B with effect from 1 January 2022, the Company must provide climate-related disclosures consistent with the recommendations of the Task Force on Climate-related Financial Disclosures on a 'comply or explain' basis in its sustainability report. Pursuant to Rule 711A, for the financial year ended 31 December 2024, the Board will ensure internal review of the Company's sustainability report and to release the sustainability report no later than 4 months after the end of the financial year.

BOARD MATTERS

Principle 1: Board Conduct of its Affairs

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

The Board holds meetings on a regular basis throughout the year to approve the Group's key strategic plans as well as major investments, disposals and funding decisions. The Board is also responsible for the overall corporate governance of the Group.

CORPORATE GOVERNANCE REPORT

The Board holds regular scheduled meetings on a quarterly basis. Ad-hoc meetings are convened as and when required to address significant transactions and issues that arise between the scheduled meetings. Board members contribute both at formal board meetings as well as outside of these meetings. To ensure maximum participation from the Board, the Company's Constitution provides that Directors may participate in a meeting of the Board of Directors by means of telephone conferencing, videoconferencing, audio visual, or other electronic means of communication, without having to be in the physical presence of each other.

Where physical Board and Board Committee meetings are not possible, timely communication with members of the Board or Board Committees can be achieved through electronic means and circulation of written resolutions for approval by the relevant Board and Board Committee members.

Details of Directors' attendance at the Board and Board Committee Meetings held in the financial year ended 31 December 2024 are disclosed in the table below:

Board Members	**Board**	**Nominating Committee**	**Remuneration Committee**	**Audit Committee**
Yeah Hiang Nam	4/4	1/1	NA	NA
Yeah Chia Kai	4/4	NA	NA	NA
Yeah Lee Ching	4/4	NA	NA	NA
Tan Guan Hiang	4/4	1/1	2/2	4/4
Neo Poh Kiat	4/4	NA	2/2	4/4
Tan Soon Liang	4/4	1/1	NA	4/4
Lim Teck Chai, Danny	4/4	1/1	2/2	NA

Director's Training and Induction

All Directors are updated regularly concerning any changes in the Company's policies, risks management, key changes in the relevant laws, regulations, regulatory requirements and accounting standards. The Company also provides ongoing education on Board processes, governance and best practices.

The Company funds Directors' participation at industry conferences, seminars or any training programme in connection with their duties as Directors. In addition, most of the Directors have undergone training on sustainability.

Newly appointed Directors with no prior experience as a director of a listed issuer on the Singapore Stock Exchange will undergo training in the roles and responsibilities of a director of a listed issuer as prescribed by the Exchange. Newly appointed Directors are also briefed on the business activities of the Group and its strategic directions. Upon appointment, the Company will provide a briefing by senior management of the Company to the new directors on the business activities of the Group and its strategic directions, as well as setting out their duties and responsibilities as directors. They are also provided with relevant information on the Company's policies and procedures. There would be an orientation program to ensure that newly appointed Directors are familiar with the Group's business and governance practices. The Company will also provide training in areas such as accounting, legal and industry-specific knowledge as appropriate for Directors who have no prior experience as a director of a listed company.

CORPORATE GOVERNANCE REPORT

Access to Information

In order to ensure that the Board is able to discharge its responsibilities, all directors have unrestricted access to the Company's records and information. Management is required to provide adequate and timely information to the Board on the Board's affairs and issues that require the Board's decision, as well as ongoing reports relating to operational and financial performance of the Company.

Management's proposals to the Board for approval provide background and explanatory information such as facts, risk analysis, financial impact and recommendations. Any material variances between projections and the actual results of budgets disclosed are explained to the Board. Employees who can provide additional insights into matters to be discussed, are invited at the relevant time to attend the Board meetings to address queries raised.

Generally, Board papers which comprise quarterly or half-yearly results, SGX announcements, internal audit reports, and other information or financial analysis as required for the meetings and discussions, are prepared for each meeting and normally circulated four to seven days in advance of each meeting, to give directors sufficient time to review and consider the matters to be discussed so that discussions during the meeting can be more meaningful and productive. The Board papers provide sufficient background and explanatory information from Management relating to matters to be discussed, including copies of disclosure documents and formal presentations made by Management in attendance at the meetings, or by external consultants engaged on specific projects. Annual budget papers with explanations on material forecast variances are also tabled for Board approval. Directors are also informed as and when there is any significant development or event relating to the Group's business operations.

The Board has separate and independent access to senior management at all times. If the Directors, whether as a group or individually, require independent professional advice, the Company will, upon directions by the Board, appoint a professional advisor selected by the group or individual to render the advice. The cost of such professional advice will be borne by the Company.

The Audit Committee meets with the external auditor (Ernst & Young LLP) and internal auditor (KPMG Services Pte Ltd) separately, at least once a year, without the presence of Management.

Matters Requiring Board Approval

The Company has documented internal guidelines for matters that require Board approvals. Matters which require Board approval include:

- Matters involving a conflict of interest for a substantial shareholder or a director;
- Material acquisitions and disposals of assets;
- Major investments and funding decisions;
- Corporate financial restructuring; and
- Share issuances, interim dividends and other returns to shareholders.

The Board reviews Interested Person Transactions ("**IPT**") and the Group's internal control procedures.

CORPORATE GOVERNANCE REPORT

The Board also meets to consider the following corporate matters:

- Review and approve results announcements;
- Approval of the Annual Reports and year-end financial statements;
- Convening of Shareholders' Meetings;
- Approval of Corporate Strategies;
- Material Acquisitions and Disposals of assets;
- Approval of annual business plan and annual budget;
- Reports of the Board Committees;
- Conflict of Interest and IPT Register;
- Disclosure of Directors' interests pursuant to Sections 156/165 of the Companies Act 1967 of Singapore ("**Act**");
- Review of Board Assurance Framework;
- Review and approve major investments, divestments, and funding decisions.

Disclosure of Interest

All Directors are required to objectively discharge their duties and responsibilities in the best interests and benefit of the Company. Directors and the Chief Executive Officer who are in any way, directly or indirectly, interested in a transaction or proposed transaction, including those identified within the Code and provisions of the Act will declare the nature of their interests and not participate in any discussion and decision on the matter.

Each Director is aware of the requirements in respect of his/her 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.

The Board has delegated specific responsibilities to the committees of the Board, namely, the Nominating Committee ("**NC**"), the Remuneration Committee ("**RC**") and the Audit Committee ("**AC**") (collectively, the "**Board Committees**"). These Board Committees have been formed with clear written terms of reference which clearly set out their objectives, scope of duties and responsibilities, rules and regulations, and procedures governing the manner in which each operates and how decisions are to be taken, and assists the Board in carrying out and discharging its duties and responsibilities efficiently and effectively. These Board Committees are each chaired by a Non-Executive Independent Director.

These Board Committees have the authority to examine particular issues under the purview of each of their committees and report back to the Board with their recommendations. The ultimate responsibility for the final decision on all matters, however, lies with the entire Board.

More details on each of the Board Committees, including the names of the committee members, the terms of reference, any delegation of the Board's authority to make decisions and a summary of their activities, are set out in the further sections of this Report.

CORPORATE GOVERNANCE REPORT

The Company Secretary, or her representatives, attends all Committee and Board meetings and is responsible to ensure that the required procedures are adopted. Together with Management, the Company Secretary is responsible for the compliance with all rules and regulations, including requirements of the Act, Securities and Futures Act 2001, and the Listing Rules of the Singapore Exchange Securities Limited ("**SGX-ST**"), which are applicable to the Company, with the Board retaining ultimate responsibility for compliance.

The appointment and removal of the Company Secretary are subject to the approval of the Board.

Principle 2: Board Composition and Balance

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

The Board comprises an Executive Chairman, a Chief Executive Officer, a Lead Independent Director, three Non-Executive Independent Directors and one Executive Director. Currently more than one-half of the Board comprises Non-Executive Independent Directors.

The independence of each Director is reviewed by the Nominating Committee on an annual basis to ensure that the Board is capable of exercising objective judgment on the corporate affairs of the Group. The independence of a director who has served the Board beyond nine years will be subject to rigorous review and the Nominating Committee will determine whether the director should be deemed independent. Currently, none of the Independent Directors has been a Director of the Company for more than nine years.

Mr Neo Poh Kiat, Dr Tan Guan Hiang, Mr Tan Soon Liang and Mr Lim Teck Chai, Danny are Non-Executive Independent Directors. They are not, nor are they directly associated with, a substantial shareholder (with interest of five per centum or more in the voting shares of the Company).

The appointment of each Director is based on his/her calibre, experience, stature and potential contribution to the Company and its businesses. Our current Directors are respected individuals with diverse expertise and good track records in their respective fields.

The Nominating Committee is of the view that the current Board is capable of providing the necessary expertise to meet the Board's objectives and that no individual or small group of individuals dominates the Board's decision-making process.

The Board is of the view that the current board size of seven Directors, two of whom, are female, is appropriate, taking into account the nature and scope of the Company's operations. The Nominating Committee is of the view that there is a strong and independent element on the Board thereby eliminating the risk of a particular group dominating the decision-making process. The Board ensures that the process of decision making by the Board is independent and is based on collective decision without any concentration of power.

A Board Diversity Policy is in place and was approved by the Board. The Company believes in diversity and values the benefits that diversity can bring to its Board. Diversity promotes the inclusion of different perspectives and ideas, mitigates against group think and ensures that the Company has the opportunity to benefit from all available talent.

The Board comprises Directors with a diverse mix of backgrounds, bringing with them skills and expertise in strategic planning, business management, investment and entrepreneurship across various industries such as finance, technology, general commodities, pharmaceutical, event management, legal, and others. Many of our Directors have served as directors in companies elsewhere in Asia. In terms of gender diversity, the Company has two female Directors, namely Dr Tan Guan Hiang and Ms Yeah Lee Ching, representing 28.6% of the total Board membership.

CORPORATE GOVERNANCE REPORT

As the Chairman, Mr Yeah Hiang Nam is an Executive Director, the Board has in accordance with the recommendations of the Code of Corporate Governance 2018 appointed Mr Neo Poh Kiat as the Lead Independent Director. The Company does not have any Non-Executive or Alternate Directors.

Key information regarding the Directors can be found under the "Directors' Profile" section of this Annual Report.

Principle 3: Chairman and Chief Executive Officer

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

The positions of Chairman and Chief Executive Officer ("**CEO**") are held by separate persons. This is to ensure that there is an appropriate balance of power and authority with clear divisions of responsibility and accountability. Such separation of roles between the Chairman and CEO promotes robust deliberation. The Chairman ensures that the Directors receive accurate, clear and timely information, encourages constructive relations between Board and Management, as well as between Board members, ensures effective communication with shareholders and promotes high standards of corporate governance.

The Chairman also ensures that Board Meetings are held regularly and when necessary, sets the Board meeting agendas in consultation with the CEO. The Chairman presides at each Board Meeting and ensures full discussion of all agenda items. Management staff, as well as external experts who can provide additional insights into the matters to be discussed, are invited as and when necessary, to attend at the relevant time during the Board Meetings. In assuming their roles and responsibilities, the Chairman and CEO consult with the Board and Board Committees on major issues.

The CEO is responsible for implementing the Group's strategies and policies as well as the daily management and operations of the Group.

The CEO, Mr Yeah Chia Kai, is the son of Mr Yeah Hiang Nam, the Executive Chairman.

The Board has no dissenting view on the Chairman's statement to the Shareholders for the financial year under review.

Principle 4: Board Membership

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

The Nominating Committee comprises Mr Tan Soon Liang, Dr Tan Guan Hiang, Mr Lim Teck Chai, Danny and Mr Yeah Hiang Nam. The Chairman of the Nominating Committee is Mr Tan Soon Liang and in accordance with the Code, he is not, or is not directly associated with a substantial shareholder (with an interest of five per centum or more in the voting shares of the Company). Mr Neo Poh Kiat and Mr Lim Teck Chai, Danny are both Independent Non-Executive Directors.

The responsibilities of the Nominating Committee include the nomination of Directors, determining the independence of a Director and deciding whether or not a Director is able to and has been adequately carrying out his duties as a Director and reviewing the succession plans for the Board and other key positions. The criteria for independence is based on the definition as set out in the Code.

Key information on the Directors and their interests in the shares and warrants of the Company are found on pages 8 to 10 and 35 of this Annual Report respectively.

CORPORATE GOVERNANCE REPORT

In the nomination and selection process, the Nominating Committee reviews the composition of the Board by taking into consideration the mix of expertise, skills and attributes of existing Board members, to identify desirable competencies for a particular appointment. In so doing, it will source for candidates who possess the experience, core competency, industry knowledge and general ability that will contribute to the Board's proceedings and the strategic business areas of the Group. Newly appointed Directors are however required to submit themselves for re-election at the next annual general meeting of the Company ("**AGM**").

We believe that Board renewal must be an ongoing process, to ensure good governance and maintain relevance to the changing needs of the Company and business. Our Constitution requires at least one-third of our Directors to retire and subject themselves to re-election by shareholders at every AGM, and no director stays in office for more than three years without being re-elected by shareholders.

A retiring director shall be eligible for re-election. In recommending that a director be nominated for re-election, the Nominating Committee assesses each candidate's suitability for re-appointment prior to making its recommendation, carefully taking into consideration factors such as the director's record of attendance and participation, his/her candour, performance and overall contribution to the Board and the Group; as well as his/her ability to adequately carry out the duties expected while performing his/her roles in other companies or in other appointments. Each member of the Nominating Committee will abstain from voting on any resolution and making any resolutions and/or participating in any deliberations of the Nominating Committee in respect of the assessment of his performance or nomination for re-election as a Director.

Article 98 provides that at least one-third of the Directors shall retire from office at every AGM. Ms Yeah Lee Ching, and Messrs Neo Poh Kiat and Tan Soon Liang will be subject to retirement by rotation at the forthcoming AGM, pursuant to the requirements of Article 98 of the Company's Constitution. Ms Yeah Lee Ching, and Messrs Neo Poh Kiat and Tan Soon Liang have indicated that they will be seeking re-election as Directors of the Company.

The Nominating Committee has reviewed and is satisfied with their contribution and performance as Directors and has endorsed their nomination for re-election.

Several of our Board members have multiple listed board representations and other principal commitments, as follows:

Director	**Listed board representations and principal commitments (other than in our Company)**
Mr Yeah Hiang Nam	Well Chip Group Berhad
Mr Neo Poh Kiat	Capitaland China Trust Management Limited China Yuchai International Limited
Mr Yeah Chia Kai	Well Chip Group Berhad
Ms Yeah Lee Ching	Nil
Dr Tan Guan Hiang	Kingsmen Creative Limited
Mr Tan Soon Liang	ISDN Holding Limited Choo Chiang Holdings Limited Far East Group Limited Stamford Land Corporation Limited EuroSports Global Limited
Mr Lim Teck Chai, Danny	Kimly Limited Stamford Land Corporation Limited Choo Chiang Holdings Limited Advancer Global Limited

CORPORATE GOVERNANCE REPORT

Although some of the Board members have multiple board representations and other principal commitments, the Nominating Committee is satisfied that the Directors have devoted sufficient time and attention to the matters of the Group. The Board does not see any reason to set the maximum number of listed company representations that any director may hold as all the directors are able to devote sufficient attention to the Company's affairs in light of their other commitments. However, as a general guideline to address time commitments that may be faced, a director who holds more than 6 board representations in companies whose shares are quoted on the SGX-ST may consult the Chairman before accepting any new appointments as a director.

None of the existing Non-Executive Independent Directors have been a director of the Company for an aggregate period of more than 9 years (whether before or after listing).

The Directors are provided with briefings and updates on an on-going basis in areas of directors' duties and responsibilities, corporate governance, and changes in financial reporting standards which have direct impact on financial statements, so as to enable them to properly discharge their responsibilities as Board members. Regular briefings and updates on developments in accounting and governance standards are conducted by the external auditor, Ernst & Young LLP, and the internal auditor, KPMG Services Pte Ltd. The CEO updates the Board at each meeting on business and strategic developments in the industry. The Directors also attend other appropriate courses and seminars.

Principle 5: Board Performance

The Board undertakes a formal annual assessment of its effectiveness as a whole, and that of each of its Board Committees and individual directors.

The Nominating Committee will use its best efforts to ensure that directors appointed to the Board possess the necessary background, experience and knowledge to enable balanced and well-considered decisions to be made by the Board and the Board Committees.

A review of the Board's performance is undertaken annually by the Nominating Committee with inputs from Board members and the Chairman.

Apart from the fiduciary duties (i.e. act in good faith, with due diligence and care and in the best interests of the Company and its shareholders), the Board's key responsibilities are to set strategic directions and to ensure that the long-term objective of enhancing shareholders' value is achieved. The Board's performance is also measured by its ability to support Management especially in times of crisis and to steer the Company towards profitability. In doing so, the Nominating Committee takes into consideration the financial indicators set out in the Code as guidelines for evaluating the Board's performance.

To evaluate the effectiveness of the Board as a whole, the Nominating Committee considered the adequacy and size of the Board, the Board's access to information, Board processes and accountability, and communication with senior management. The criteria for evaluation is reviewed by the Nominating Committee each year and changes are made where circumstances require.

Individual assessment is conducted through a peer review process and the results of the assessment are collated by the Chairman of the Board and discussed with the Nominating Committee Chairman. The factors to be considered in the individual assessment will include director's attendance and participation in and outside meetings, skills and contributions made by the director. The performance of individual directors will be taken into consideration in their re-appointment or re-election.

CORPORATE GOVERNANCE REPORT

REMUNERATION MATTERS

Principle 6: Procedures for Developing Remuneration Policies

The Board has a formal and transparent procedure for developing policies on Director and executive remuneration, and for fixing the remuneration packages of Individual Directors and Key Executive Officers. No Director is involved in deciding his/her own remuneration.

Principle 7: Level and Mix of Remuneration

The level and structure of remuneration of the Board and Key Executive Officers are appropriate and proportionate to the sustained performance and value creation of the Company, taking into account the strategic objectives of the Company.

The Remuneration Committee comprises three non-Executive Independent Directors. The members of the Remuneration Committee are Dr Tan Guan Hiang who is also the Chairman of the Remuneration Committee, Mr Neo Poh Kiat and Mr Lim Teck Chai, Danny.

The Remuneration Committee is governed by its written terms of reference which set out its authority and duties. The key function of the Remuneration Committee is to review and recommend to the Board, in consultation with management, a framework for all aspects of remuneration such that there is a formal and transparent procedure for fixing the remuneration package of individual Directors. The Remuneration Committee also determines the specific remuneration packages and terms of employment for the Executive Director as well as senior executives. All aspects of remuneration, including but not limited to Directors' fees, salaries, allowances, bonuses, options, share-based incentives and awards, and benefits-in-kind shall be covered by the Remuneration Committee. Each member of the Remuneration Committee shall abstain from voting on any resolutions and making any recommendations and/or participating in any deliberations in respect of his/her remuneration package.

The Remuneration Committee has access to expert professional advice on human resource matters whenever there is a need to consult externally. In its deliberations, the Remuneration Committee takes into consideration industry practices and norms in compensation in addition to the Company's performance and the performance of the individual Directors. No Director will be involved in deciding his own remuneration. No expert advice was sought during the financial year.

The Executive Directors' compensation consists of their salaries, bonuses and benefits.

The Board will, on an annual basis, submit a proposal for Directors' Fees as a lump sum for shareholders' approval. The sum to be paid to each of the Independent Directors shall be determined by his contribution to the Company, taking into account factors such as effort and time spent as well as his responsibilities on the Board. Generally, directors who undertake additional duties as chairman and/or members of the Board Committees will receive higher fees for their additional responsibilities.

The remuneration of the Independent Directors is in the form of a fixed fee after taking into consideration factors such as effort, time spent and responsibilities of the Independent Directors. Independent Directors' fees are subject to the Shareholders' approval at the AGM.

The Board will be recommending proposed Directors' Fees amounting to $185,000/- for the financial year ended 31 December 2024 (2023: $185,000/-) for shareholders' approval.

During the year, the Remuneration Committee met twice, discussing various remuneration matters and recording its decision by way of minutes. The Committee members present at the meeting were involved in the deliberations. No Director was involved in the fixing of his/her own remuneration. No external remuneration consultants were appointed for the financial year under review as no external consultation was deemed necessary during the year.

CORPORATE GOVERNANCE REPORT

Principle 8: Disclosure on Remuneration

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

Remuneration of Directors

The following table sets out the quantum of Directors' Remuneration for the financial year ended 31 December 2024, together with a breakdown (in percentage terms) of each Director's remuneration earned through base/fixed salary, variable or performance related income/bonuses, share options granted, and Director fees/attendance fees proposed to be paid to each Director subject to the approval of shareholders at the AGM:

	Percentage (%)			
	Remuneration earned through:			
	Base/fixed salary	**Variable or performance related income/ bonuses/share options granted**	**Director Fees/ Attendance Fees**	**Total (round off to nearest thousand dollars) S$'000**
Yeah Hiang Nam	28%	72%	–	2,625
Neo Poh Kiat	–	–	100%	55
Yeah Chia Kai	27%	73%	–	1,547
Yeah Lee Ching	27%	73%	–	1,298
Tan Guan Hiang	–	–	100%	45
Tan Soon Liang	–	–	100%	44
Lim Teck Chai, Danny	–	–	100%	41

Note: Base/fixed salary includes the 13th month payment or the annual wage supplement and allowances. Non-Executive and Independent Directors do not receive variable or performance related income/bonuses. No share options were granted in the financial year ended 31 December 2024, whether to Directors or other persons.

Remuneration of Key Executives

Of the remunerations of the three key management personnel who are not Directors or the CEO of the Company for the financial year ended 31 December 2024, one executive fell within the remuneration band of between $250,000 and $500,000, one executive fell within the remuneration band of between $500,000 and $750,000 and one executive fell within the remuneration band of $1,250,000 and $1,500,000. The annual aggregate remuneration paid to the top three key management personnel of the Company (who are not Directors or the CEO) for the financial year ended 31 December 2024 is $2,109,000.

No termination, retirement and post-employment benefits were granted to any Director, the CEO or any key management personnel for the financial year ended 31 December 2024.

No share awards were granted during the financial year ended 31 December 2024.

CORPORATE GOVERNANCE REPORT

Remuneration of Immediate Family Members of Directors

The employee who is an immediate family member of a director or the CEO is Mr Yeah Chia Wei, son of our Executive Chairman, Mr Yeah Hiang Nam. Mr Yeah Chia Wei received a remuneration of between $1,250,000 and $1,300,000 for the financial year ended 31 December 2024.

Principle 9: Risk Management and Internal Controls

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

Internal Controls

The Board has ultimate responsibility for maintaining a sound system of internal controls to safeguard shareholders' investments and the Group's assets. The system of internal controls is intended to provide reasonable but not absolute assurance against material misstatement or loss, and include the safeguarding of assets, maintenance of proper accounting records, reliability of financial information, compliance with appropriate legislation, regulation and best practices, and identification and containment of business risk. The Board has not established a dedicated board risk committee but has appointed the Audit Committee to review annually the effectiveness of the Company's risk management and internal controls.

The Company regularly reviews and improves its business and operational activities to identify areas of significant business risks as well as take appropriate measures to control and mitigate these risks. The Company reviews all significant control policies and procedures and highlights all significant matters to the Audit Committee and the Board. The risk issues are highlighted on pages 94 to 102 under Note 32 to the financial statements.

The external auditor, in the course of conducting their annual audit procedures on the statutory financial statements, also considered the internal controls relevant to the Group's preparation of financial statements to the extent of their scope as laid out in their audit plan. Any material non-compliance and internal financial control weaknesses noted by the external auditor are reported to the Audit Committee together with the external auditor's recommendations. Management would then take appropriate actions to rectify the weaknesses highlighted.

The internal controls environment ensures the Group's maintenance of proper accounting records, compliance with applicable regulations and best practices, and timely identification and containment of financial, operational and compliance risks. The Audit Committee, in the course of their review of the reports presented by the external auditor, also reviewed the effectiveness of the Group's system of internal controls. The Audit Committee is satisfied that there were no material internal control deficiencies identified.

The Board, with the concurrence of the Audit Committee, is of the opinion that there are adequate internal controls and risk management systems to address the financial, operational and compliance risks of the Group in its current business environment. In addition, the Board, with the concurrence of the Audit Committee, is of the view that the Group's internal controls addressing financial, operational, compliance and information technology risk as well as the Group's risk management systems are effective and adequate as at 31 December 2024. The Board and Audit Committee did not identify any major concern on the Group's internal controls or risk management systems for the financial year under review.

The system of internal controls provides reasonable assurance against material financial misstatements or loss and includes the safeguarding of assets, the maintenance of proper accounting records, the reliability of financial information, compliance with appropriate legislation, regulation and best practices and the identification and management of business risks. However, the Board acknowledges that no system of internal controls can provide absolute assurance against the occurrence of material errors, poor judgement in decision-making, human error, fraud or other irregularities.

CORPORATE GOVERNANCE REPORT

Internal Audit

The Audit Committee's responsibility in overseeing that the Company's risk management system and internal controls are adequate is complemented by the Company's appointment of KPMG Services Pte Ltd as the internal auditor of the Company. The internal auditor had adopted the Standards for the Professional Practice of Internal Auditing set by The Institute of Internal Auditors.

The internal auditor reports directly to the Chairman of the Audit Committee on audit matters. The internal auditor will plan its audit work in consultation with, but independent of, Management, and its annual internal audit plan will be submitted to the Audit Committee for approval at the beginning of each year. The internal auditor will report to the Audit Committee on its findings. The Audit Committee will meet the internal auditor on an annual basis, without the presence of Management. The internal auditor has full access to all the Company's documents, records, properties and personnel including access to the Audit Committee.

The Audit Committee will, at least annually, review the adequacy, effectiveness and independence of the internal audit function. During the financial year under review, internal audit reviews were conducted on the operations of three subsidiaries within the Group.

Based on a review on the internal audit function and activities performed, the Audit Committee is of the view that the internal auditor is independent, effective, qualified and adequately resourced.

The Board notes that the system of internal controls provides reasonable, but not absolute, assurance that the Group will not be affected by any event that could be reasonably foreseen as it strives to achieve its business objectives.

Based on the external and internal auditors' findings, the Board with the concurrence of the Audit Committee is satisfied that the Group's risk management and internal controls systems, including financial, operational, compliance and information technology controls, are adequate and effective and provide reasonable (though not absolute) assurance against material financial misstatements and loss, and safeguard the Group's assets. The internal controls ensure the Group's maintenance of proper accounting records, compliance with applicable regulations and best practices, and timely identification and containment of financial, operational and compliance risks. The Audit Committee is also satisfied that there were no material weaknesses identified with regards to the risk management and internal control system.

Whistle-Blowing Policy

A Whistle-Blowing Policy is also in place to provide an avenue through which employees may report or communicate, in good faith and in confidence, any concerns relating to financial and other matters, so that independent investigation of such matters can be conducted and appropriate follow-up action taken. The Audit Committee Chairman is in charge of managing this specific area. The Whistle-Blowing Policy has been reviewed by the Audit Committee to ensure that it has been properly implemented.

The Whistle-Blowing procedure is intended to be used for serious and sensitive issues. Serious concerns relating to financial reporting, unethical or illegal conduct should be reported to the Chairman of the Audit Committee via a designated email. The action to be taken will depend on the nature of the concern. Initial inquiries will be made by the Chairman of the Audit Committee to determine whether an investigation is appropriate, and the form that it should take. Some concerns may be resolved by agreed action without the need for investigation. If investigation is necessary, the Audit Committee of the Company will direct an independent investigation to be conducted on the complaint received. The Board of Directors will receive a report stating the complaint received and findings of investigation, as well as a follow-up report on actions taken by the Audit Committee. The Company will update the complainant of the actions taken in respect of the complaint in two weeks. Subject to any legal constraints the complainant will be notified about the outcome of any investigations.

CORPORATE GOVERNANCE REPORT

The Company shall maintain the confidentiality of the whistle-blower(s) to the fullest extent reasonably practicable within the legitimate needs of the law and any ensuing evaluation or investigation. Complainant(s) who make a report in good faith will be protected from reprisals, victimisation or harassment.

Principle 10: Audit Committee

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

The Audit Committee comprises three non-Executive Independent Directors, Mr Neo Poh Kiat, Dr Tan Guan Hiang and Mr Tan Soon Liang. Mr Neo Poh Kiat is the Chairman of the Audit Committee.

The Audit Committee holds periodic meetings to perform the following functions:

(a) review with the external auditor the audit plan, and the results of the external auditor's examination and evaluation of the Group's system of internal controls as part of the statutory audit;

(b) review the financial statements and the external auditor's report on those financial statements, before submission to the Board for approval;

(c) review the co-operation given by Management to the auditors;

(d) nominate the appointment and re-appointment of external auditors to the Board;

(e) review interested person transactions;

(f) review internal audit reports and internal audit plans of the Group; and

(g) review the Group's compliance with such functions and duties as may be required under the relevant statutes or the SGX-ST listing manual ("**Listing Manual**"), and by such amendments made thereto from time to time.

In addition to the above, the Audit Committee is empowered to commission and review the findings of internal investigations into matters where there is any suspected fraud or irregularity, or failure of internal controls or infringement of any Singapore law, rule or regulation which are or is likely to have a material impact on the Group's operating results and/or financial position.

Each member of the Audit Committee abstains from voting on any resolutions and making any recommendations and/or participating in any deliberations of the Audit Committee in respect of matters in which he/she is interested.

Pursuant to Rule 1207 (6)(b) and (6)(c) of the Listing Manual, the Audit Committee undertook the review of the independence and objectivity of the auditors as well as reviewing the non-audit services provided by the external auditor, and the aggregate amount of audit fees paid to them. The Audit Committee is satisfied that neither their independence nor their objectivity is put at risk, and that they are still able to meet the audit requirements and statutory obligations of the Company. Accordingly, the Audit Committee has recommended the re-appointment of Ernst & Young LLP as external auditor at the forthcoming AGM of the Company. In recommending the re-appointment of the external auditor, the Audit Committee considered and reviewed a variety of factors including adequacy of resources, experience of supervisory and professional staff to be assigned to the audit, and size and complexity of the Group, its businesses and operations.

In appointing our auditors for the Company and subsidiaries, we have complied with the requirements of Rules 712 and 715 of the Listing Manual.

CORPORATE GOVERNANCE REPORT

Pursuant to Rule 1207 (6)(a), the fees payable to auditors is set out in Note 8 on page 66 of this Annual Report.

During the financial year, the Audit Committee has reviewed with the Chief Financial Officer and the external auditors, changes in accounting standards and issues which are relevant to the Group and have a direct impact on the Group's financial statements.

The Audit Committee and the Board have received the assurance of the CEO and the Chief Financial Officer that:

(a) 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

(b) They have evaluated the effectiveness of the Group's risk management and internal controls and assessed the external auditor's report on the financial statements and management letter and noted that there have been no significant deficiencies in the design or operation of such controls which could adversely affect the Group's ability to record, process, summarise or report financial information. Such risk management and internal controls are in place and effective.

The Audit Committee also met with the External as well as the Internal Auditors during the year, without the presence of Management, and have received assurances from both the External and Internal Auditors, that they have been accorded full cooperation from all employees of the Group and have been given full access to all documents as and when required.

SHAREHOLDERS RIGHTS AND ENGAGEMENT

Principle 11: Shareholder Rights and Conduct of General Meeting

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 its Shareholders a balanced and understandable assessment of its performance, position and prospects.

Principle 12: Engagement with shareholders

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

Principle 13: Engagement with stakeholders

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

The Board is mindful of its obligations to provide timely and fair disclosure of material information in compliance with statutory reporting requirements. Price sensitive information is first publicly released, either before the Company meets with any group of investors or analysts, or simultaneously with such meetings. As part of the Company's commitment to regular communication with our shareholders, the Company has adopted half-yearly reporting as required by the Code. Financial results and annual reports will be announced or issued within the mandatory period.

CORPORATE GOVERNANCE REPORT

We believe in regular and timely communication with shareholders as part of the Group's effort to help our shareholders understand our business better.

In line with the continuous obligations of the Company pursuant to the Listing Manual and the Act, it is the Board's policy that all shareholders should be equally and timely informed of all major developments that will have an impact on the Company or the Group. It is also the Board's policy that all corporate news, strategies and announcements are promptly disseminated through SGXNET, press releases as well as various media. The Company does not practise selective disclosure. The Company maintains a dedicated investor relations segment on its website at www.valuemax.com.sg to keep shareholders informed of all significant corporate developments.

We support the Code's principle to encourage shareholder participation. Shareholders are encouraged to attend the AGM to ensure a high level of accountability and to stay informed of the Company's strategy and goals. Notice of the AGM is dispatched to shareholders, together with explanatory notes or a circular on items of special business (if necessary), at least 14 days before the meeting. Corporations which provide nominee or custodial services are allowed to appoint more than two proxies so that shareholders who hold shares through such corporations can attend and participate in general meetings as proxies. The shareholders are instructed on the meeting procedures, including voting procedures, which govern general meetings of shareholders at the start of the meetings. The Board welcomes questions from shareholders, who will have an opportunity to raise issues either formally or informally before or at the AGM.

All resolutions at general meetings are put to vote by poll which is verified by a polling agent and an announcement of the detailed results showing the number of votes cast for and against each resolution and the respective percentages is made on the day of the general meeting.

The proceedings of the AGM and extraordinary general meeting (if any) are properly recorded, including all comments or queries raised by Shareholders relating to the agenda of the meeting and responses from the Board and Management. All minutes of general meetings are available to Shareholders upon their request.

The forthcoming AGM will be a physical meeting.

All individual shareholders who are unable to attend and vote in person are entitled to appoint a proxy to attend and vote on their behalf. All shareholders are therefore given the opportunity to vote, either in person or by proxy at all shareholders' meetings. In addition, all relevant intermediaries as defined under Section 181 of the Act are also given the opportunity to appoint one or more proxies to attend and vote at all general meetings. A relevant intermediary is defined as follows:–

1. a banking corporation defined under the Banking Act 1970, or its wholly-owned subsidiary which provides nominee services and holds shares in that capacity;

2. a capital market services licence holder which provides custodial services for securities under the Securities and Futures Act 2001, and holds shares in that capacity; or

3. the Central Provident Fund Board established by the Central Provident Fund Act 1953, in respect of shares purchased on behalf of investor.

Dividend Policy

The Company's dividend policy endeavors to balance dividend return to shareholders with the need for long-term sustainable growth whilst aiming for an efficient capital structure. The Company strives to provide shareholders with a consistent and sustainable ordinary dividend on an annual basis, with a variable special dividend based on cash position, working capital, expenditure plans, acquisition opportunities and market environment.

CORPORATE GOVERNANCE REPORT

The Company has declared a final dividend for the financial year ended 31 December 2024. Any payouts are communicated to shareholders via announcement on SGXNET when the Company discloses its financial results.

Corporate Social Responsibility

Apart from creating long term value for its Stakeholders and upholding high standards of governance, the Company recognises the importance of environmental sustainability and social responsibilities. In addition, the Company has identified its stakeholders, the details of which will be set out in the Company's Sustainability Report for the financial year ended 31 December 2024.

The Company has put in place proper procedures for ensuring economic contribution to society, legal compliance and corporate governance, water and energy conservation as well as diversity and equal opportunity for members of its workforce.

The Company will publish its standalone sustainability report for the financial year under review within the prescribed timeline and the same will be uploaded on the Company's website and SGXNET.

DEALING IN SECURITIES

All Directors and Executives of the Group are not allowed to deal in the Company's securities during the period commencing two weeks before the announcement of the Company's half-year results and one month before the announcement of the Company's full year financial statements.

Internal guidelines applicable to all directors and affected staff of the Group with regard to dealings in the shares of the Company have been adopted whereby such dealings are strictly prohibited during prescribed periods until the announcements of the relevant results are made. The employees and directors of the Group are also reminded to observe insider trading laws at all times even when dealing in securities within permitted trading periods. They are also discouraged from dealing in the Company's shares on short-term considerations.

INTERESTED PERSON TRANSACTIONS POLICY

The Company has adopted an internal policy in respect of any transactions with interested persons and has set out the procedures for review and approval of the Company's interested person transactions.

The Company has obtained a general mandate from shareholders of the Company for interested person transactions pursuant to Rule 920 of the Listing Manual in the AGM held on 24 April 2024.

CORPORATE GOVERNANCE REPORT

The aggregate value of interested person transactions above $100,000 entered into during the financial year ended 31 December 2024 is as follows:

Name of Interested Person	**Aggregate value of all interested person transactions conducted under shareholders' mandate ($'000)**
Sale of jewellery and gold	
Cantik Jewellery	799
Lucky Jewellery	224
Mei Zhi Jewellery	102
Purchase of jewellery and gold	
Cantik Jewellery	101
Hwa Goldsmith and Jewellers	145
Lucky Jewellery	733
Mei Zhi Jewellery	376
Lease of premises	
Yeah Properties Pte Ltd	348
Yeah Capital Pte Ltd	174

MATERIAL CONTRACTS

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

USE OF PROCEEDS FROM THE CONVERSION OF WARRANTS INTO ORDINARY SHARES

Pursuant to the Rights cum Warrants Issue exercise, the Company issued 144,144,220 warrants on 19 September 2023. During the year, a total of 64,552,796 warrants were exercised and the Company issued 64,552,796 ordinary shares at $0.36 cents per share, raising approximately $23,239,000 in proceeds. The proceeds were used for general working capital purposes.

DIRECTORS' STATEMENT

The directors are pleased to present their statement to the members together with the audited consolidated financial statements of ValueMax Group Limited (the "Company") and its subsidiaries (collectively, the "Group") and the statement of financial position and statement of changes in equity of the Company for the financial year ended 31 December 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 December 2024 and of 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 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:

Yeah Hiang Nam
Yeah Chia Kai
Yeah Lee Ching
Neo Poh Kiat
Tan Guan Hiang
Tan Soon Liang
Lim Teck Chai, Danny

In accordance with Article 98 of the Company's Constitution, Yeah Lee Ching, Neo Poh Kiat and Tan Soon Liang retire and, being eligible, offer themselves for re-election.

Arrangements to enable directors to acquire shares or debentures

Except as described below, 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 or debentures

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

	Direct interest			Deemed interest		
Name of director	**At the beginning of financial year**	**At the end of financial year**	**At 21 January 2025**	**At the beginning of financial year**	**At the end of financial year**	**At 21 January 2025**
Ordinary shares of the Company						
Yeah Hiang Nam	–	–	–	671,698,742	739,597,324	739,597,324
Tan Soon Liang	150,000	150,000	150,000	–	–	–
Ordinary shares of the ultimate holding company						
Yeah Holdings Pte Ltd						
Yeah Hiang Nam	3,766,001	3,766,001	3,766,001	3,766,001	3,766,001	3,766,001
Yeah Lee Ching	1,076,000	1,076,000	1,076,000	–	–	–
Yeah Chia Kai	1,076,000	1,076,000	1,076,000	–	–	–

By virtue of Section 7 of the Act, Yeah Hiang Nam is deemed to have an interest in the shares of all the subsidiaries and associates to the extent held by the Company.

Warrants of the Company						
Yeah Hiang Nam	–	–	–	127,395,114	63,297,832	63,297,832

Commercial papers issued by the Company

At the beginning of the financial year, Yeah Hiang Nam is deemed to have an interest in the commercial papers held by Tan Hong Yee amounting to $6,800,000. At the end of the financial year, Yeah Hiang Nam is deemed to have an interest in the commercial papers held by Tan Hong Yee amounting to $900,000.

At the beginning of the financial year, Yeah Chia Kai, Yeah Lee Ching and Tan Soon Liang held commercial papers amounting to $500,000, $500,000 and $1,000,000 respectively. At the end of the financial year, Yeah Lee Ching and Tan Soon Liang held commercial papers amounting to $930,000 and $900,000 respectively.

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

Options

At an Extraordinary General Meeting held on 11 October 2013, shareholders approved the ValueMax Performance Share Plan for the granting of non-transferable share awards that are settled by the physical delivery of the ordinary shares of the Company or by cash settlement, to eligible employees and controlling shareholders and their associates.

The committee administering the ValueMax Performance Share Plan comprises three directors, Tan Guan Hiang, Neo Poh Kiat, and Lim Teck Chai, Danny.

Since the commencement of the ValueMax Performance Share Plan till the end of the financial year, no share awards have been granted.

Audit committee

The Audit Committee performed the functions specified in the Act. The functions performed are detailed in the Report on Corporate Governance.

DIRECTORS' STATEMENT

Auditor

Ernst & Young LLP have expressed their willingness to accept reappointment as auditor.

On behalf of the board of directors,

Yeah Hiang Nam
Director

Yeah Lee Ching
Director

Singapore
26 March 2025

INDEPENDENT AUDITOR'S REPORT

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

Report on the Audit of the Financial Statements

Opinion

We have audited the financial statements of ValueMax Group Limited (the "Company") and its subsidiaries (collectively, the "Group"), which comprise the statements of financial position of the Group and the Company as at 31 December 2024, the statements of changes in equity of the Group and the 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 material accounting policy information.

In our opinion, the accompanying consolidated financial statements of the Group, the statement of financial position and statement of changes in equity of the Company are properly drawn up in accordance with the provisions of the Act and Singapore Financial Reporting Standards (International) ("SFRS(I)") so as to give a true and fair view of the consolidated financial position of the Group and the financial position of the Company as at 31 December 2024 and of the consolidated financial performance, consolidated changes in equity and consolidated cash flows of the Group and changes in equity of the Company for the year ended on that date.

Basis for Opinion

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

Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have fulfilled the responsibilities described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying financial statements.

Allowance for expected credit losses of trade receivables

Trade receivable balances are significant to the Group. The collectability of trade receivables is a key element of the Group's working capital management, which is managed on an ongoing basis by management. The Group assessed the allowance for expected credit losses of trade receivables based on an expected credit losses ("ECL") provision matrix in accordance with the requirements of SFRS(I) 9 *Financial Instruments*.

Pawnbroking segment

Under the ECL provision matrix, the Group has determined the probability of default based on historical non-renewal and non-redemption data of individual pawnshop outlets, along with consideration of forward-looking macroeconomic factors for each portfolio. The amount of loss exposure at default is estimated after considering the expected realisable value of the pledged item. The use of data on historical non-renewals and non-redemptions of pawn loans based on their aging profile, and forecasting the forward-looking macroeconomic factors in deriving the probability of default involves significant estimation and requires management to apply significant judgement. Accordingly, we have identified the allowance for ECL of trade receivables from the Group's pawnbroking segment as a key audit matter.

INDEPENDENT AUDITOR'S REPORT

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

Key Audit Matters (cont'd)

Allowance for expected credit losses of trade receivables (cont'd)

Pawnbroking segment (cont'd)

Our audit procedures include, amongst others, evaluating whether the ECL provision matrix applied by the Group is consistent with the requirements of SFRS(I) 9. This includes obtaining an understanding of the process and control environment in relation to the accumulation of historical non-renewal and non-redemption data used to determine the probability of default, as well as management's process in assessing forward-looking macroeconomic factors used in the ECL provision matrix, including the monitoring of market gold price volatilities, a part of management's procedures in managing the risk of impairment. We reviewed the inputs and historical non-renewal and non-redemption data and evaluated management's assumptions used in the computation of the probability of default. We also reviewed the data and information used by management to make forward-looking adjustments and tested the arithmetic accuracy of the ECL provision. We also assessed the adequacy of the disclosures on trade receivables and related risks such as credit risk and liquidity risk in Notes 19, 32(a) and 32(b) to the financial statements.

Unsecured moneylending business

The Group assesses the allowance for ECL of its unsecured loan portfolios based on an ECL provision matrix, with specific default indicators for each loan portfolio. The probability of default is determined based on historical loss experience, repayment patterns of the borrowers and forward-looking macroeconomic factors. The Group monitors any subsequent deterioration of the borrower's credit grading to determine the impact to the estimated ECL. Significant management judgement is required in the Group's assessment of credit risk of its borrowers and the use of forward-looking macroeconomic factors in deriving the probability of default. Accordingly, we have identified the allowance for ECL of trade receivables from the Group's unsecured moneylending business as a key audit matter.

Our audit procedures include, amongst others, evaluating whether the ECL model applied by the Group is consistent with the requirements of SFRS(I) 9. This includes obtaining an understanding on the overall process and control environment in relation to the collection of loan repayment data used in the ECL provision matrix. We tested the appropriateness of the key inputs and assumptions used by management in the ECL provision matrix with consideration of the Group's historical loss experience and management's assessment of credit risk of individual borrowers. We reviewed data and information on the industry and economic outlook used by management in assessing the forward-looking macroeconomic factors and tested the arithmetic accuracy of management's ECL provision. We also assessed the adequacy of the disclosures on trade receivables and related risks such as credit risk and liquidity risk in Note 19, 32(a) and 32(b) to the financial statements.

Existence of pledges, cash and inventories

We focused on pledges, cash and inventories as their total carrying amounts are material to the financial statements, and there is a higher inherent risk of theft and pilferage.

As part of our audit, we evaluated the design and operating effectiveness of internal controls on physical safeguards over pledges, cash and inventories. On a sampling basis, we attended and observed surprise outlet audits which included the verification of pledges, cash and inventories counts, daily cash counts and inventory cycle counts at selected outlets performed by management. On a sampling basis, we attended year-end inventory counts, cash counts and sighted to pledges at the Group's pawnbroking and retail outlets. We also reviewed management's monitoring of cash ceiling limits at each outlet and the timeliness of deposits of excess cash on hand. To verify the existence of the Group's bank balances, we requested for bank confirmations. We also assessed the adequacy of the disclosures related to cash and bank balances, pledges held (trade receivables of the Group's pawnbroking segment) and inventories in Note 21, Note 19 and Note 18 to the financial statements.

INDEPENDENT AUDITOR'S REPORT
FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

Key Audit Matters (cont'd)

Valuation of inventories

As at 31 December 2024, the Group's inventories amounted to $114,959,000, which mainly consist of gold, jewellery and watches. The determination of allowance for inventories involves significant estimation and judgement by management considering, amongst others, authenticity of inventories, marketability, and fluctuations in market price of gold. Management had also engaged an independent professional gemologist to authenticate the inventories on a sampling basis. We focused on management's assessment of net realisable value of jewellery held by the Group's retail segment due to the significant judgement involved in determining the net realisable value of these items.

As part of our audit, we evaluated the adequacy of management's assessment of allowance for inventories and net realisable value. We evaluated the net realisable values of inventories assessed by management by reference to, amongst others, the gross profit margins for sales made during and after the financial year, market price movement of gold and the subsequent sales price of inventories on a sampling basis. We evaluated the competence and objectivity of the independent professional gemologist and considered the results of their appraisal of the Group's inventories. We have also assessed the adequacy of the disclosures related to inventories in Note 18 to the financial statements.

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), 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.

INDEPENDENT AUDITOR'S REPORT

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

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

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

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

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

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

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

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

- Plan and perform the group audit to obtain sufficient appropriate audit evidence regarding the financial information of the entities or business units within the Group as a basis for forming an opinion on the group financial statements. We are responsible for the direction, supervision and review of the audit work performed for purposes of the group audit. We remain solely responsible for our audit opinion.

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

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

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

INDEPENDENT AUDITOR'S REPORT

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

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 Sharon Peh.

Ernst & Young LLP
Public Accountants and
Chartered Accountants
Singapore

26 March 2025

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

	Note	2024 $'000	2023 $'000
Revenue	4	**456,178**	331,037
Cost of sales		**(326,373)**	(230,813)
Gross profit		**129,805**	100,224
Other item of income			
Other operating income	5	**7,768**	6,385
Other items of expense			
Marketing and distribution expenses		**(2,366)**	(2,620)
Administrative expenses		**(42,500)**	(37,065)
Finance costs	6	**(8,941)**	(6,598)
Other operating expenses	7	**(2,593)**	(2,233)
Share of results of associates		**6,268**	5,336
Gain on dilution of interest in an associate	16	**10,137**	–
Profit before tax	8	**97,578**	63,429
Income tax expense	11	**(13,814)**	(9,903)
Profit for the year		**83,764**	53,526
Other comprehensive income:			
Items that may be reclassified subsequently to profit or loss			
Foreign currency translation		**1,920**	(1,489)
Fair value loss on cash flow hedges		**(269)**	(418)
Total comprehensive income for the year		**85,415**	51,619
Profit for the year attributable to:			
Owners of the Company		**82,832**	52,851
Non-controlling interests		**932**	675
		83,764	53,526
Total comprehensive income for the year attributable to:			
Owners of the Company		**84,483**	50,944
Non-controlling interests		**932**	675
		85,415	51,619
Earnings per share (cents per share)			
Basic	12	**9.78**	7.02
Diluted	12	**8.96**	7.02

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

STATEMENTS OF FINANCIAL POSITION

AS AT 31 DECEMBER 2024

	Note	Group 2024 $'000	Group 2023 $'000	Company 2024 $'000	Company 2023 $'000
Non-current assets					
Property, plant and equipment	13	**40,691**	30,962	**12**	17
Intangible assets	14	**310**	310	**–**	–
Right-of-use assets	25	**10,771**	7,818	**27**	55
Investments in subsidiaries	15	**–**	–	**90,833**	85,933
Investments in associates	16	**49,147**	30,880	**1,002**	1,002
Other investment	17	**688**	688	**688**	688
Trade and other receivables	19	**271,141**	130,844	**–**	–
Derivative asset	20	**–**	126	**–**	–
		372,748	201,628	**92,562**	87,695
Current assets					
Inventories	18	**114,959**	115,425	**–**	–
Trade and other receivables	19	**738,979**	740,983	**359,627**	305,227
Prepaid operating expenses		**3,610**	3,083	**82**	107
Cash and bank balances	21	**16,805**	15,474	**165**	416
		874,353	874,965	**359,874**	305,750
Total assets		**1,247,101**	1,076,593	**452,436**	393,445
Current liabilities					
Trade and other payables	22	**4,044**	4,435	**17,350**	16,651
Other liabilities	23	**9,335**	8,294	**1,517**	2,035
Interest-bearing loans and borrowings	24	**641,265**	564,692	**120,634**	91,681
Lease liabilities	25	**5,126**	4,400	**29**	28
Income tax payable		**14,424**	9,741	**1,787**	1,388
		674,194	591,562	**141,317**	111,783
Net current assets		**200,159**	283,403	**218,557**	193,967
Non-current liabilities					
Other payables	22	**109**	88	**–**	–
Provisions	26	**499**	499	**–**	–
Deferred tax liabilities	11	**2,273**	2,510	**648**	900
Interest-bearing loans and borrowings	24	**46,047**	49,241	**–**	–
Lease liabilities	25	**5,898**	3,623	**–**	29
Derivative liabilities	20	**293**	150	**–**	–
		55,119	56,111	**648**	929
Total liabilities		**729,313**	647,673	**141,965**	112,712
Net assets		**517,788**	428,920	**310,471**	280,733

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

STATEMENTS OF FINANCIAL POSITION
AS AT 31 DECEMBER 2024

		Group		Company	
	Note	2024 $'000	2023 $'000	2024 $'000	2023 $'000
Equity attributable to owners of the Company					
Share capital	27	**191,568**	168,329	**191,568**	168,329
Treasury shares	27	**(26)**	(26)	**(26)**	(26)
Retained earnings		**328,655**	264,921	**118,929**	112,430
Other reserves	28	**(8,137)**	(9,788)	**–**	–
		512,060	423,436	**310,471**	280,733
Non-controlling interests		**5,728**	5,484	**–**	–
Total equity		**517,788**	428,920	**310,471**	280,733
Total equity and liabilities		**1,247,101**	1,076,593	**452,436**	393,445

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

STATEMENTS OF CHANGES IN EQUITY

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

	Note	Attributable to owners of the Company									
		Share capital $'000	Treasury shares $'000	Capital reserve $'000	Merger reserve $'000	Foreign currency translation reserve $'000	Cash flow hedge reserve $'000	Retained earnings $'000	Total $'000	Non-controlling interests $'000	Total equity $'000
Group											
2024											
At 1 January 2024		168,329	(26)	2,025	(7,599)	(4,190)	(24)	264,921	423,436	5,484	428,920
Profit for the year		–	–	–	–	–	–	82,832	82,832	932	83,764
Other comprehensive income											
Foreign currency translation		–	–	–	–	1,920	–	–	1,920	–	1,920
Fair value loss on cash flow hedges		–	–	–	–	–	(269)	–	(269)	–	(269)
Total comprehensive income for the year		–	–	–	–	1,920	(269)	82,832	84,483	932	85,415
Contributions by and distributions to owners											
Shares issued under rights cum warrants issue	27	23,239	–	–	–	–	–	–	23,239	–	23,239
Dividends paid on ordinary shares	34	–	–	–	–	–	–	(19,098)	(19,098)	–	(19,098)
Dividends paid to non-controlling interests		–	–	–	–	–	–	–	–	(688)	(688)
Total contributions by and distributions to owners, representing total transactions with owners in their capacity as owners		23,239	–	–	–	–	–	(19,098)	4,141	(688)	3,453
At 31 December 2024		191,568	(26)	2,025	(7,599)	(2,270)	(293)	328,655	512,060	5,728	517,788

STATEMENTS OF CHANGES IN EQUITY

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

	Note	Attributable to owners of the Company								Non-controlling interests $'000	Total equity $'000
		Share capital $'000	Treasury shares $'000	Capital reserve $'000	Merger reserve $'000	Foreign currency translation reserve $'000	Cash flow hedge reserve $'000	Retained earnings $'000	Total $'000		
Group											
2023											
At 1 January 2023		145,093	(26)	2,025	(7,599)	(2,701)	394	226,702	363,888	5,119	369,007
Profit for the year		–	–	–	–	–	–	52,851	52,851	675	53,526
Other comprehensive income											
Foreign currency translation		–	–	–	–	(1,489)	–	–	(1,489)	–	(1,489)
Fair value loss on cash flow hedges		–	–	–	–	–	(418)	–	(418)	–	(418)
Total comprehensive income for the year		–	–	–	–	(1,489)	(418)	52,851	50,944	675	51,619
Contributions by and distributions to owners											
Shares issued under rights cum warrants issue	27	23,423	–	–	–	–	–	–	23,423	–	23,423
Share issuance expense	27	(187)	–	–	–	–	–	–	(187)	–	(187)
Issuance of shares to non-controlling shareholders of subsidiaries		–	–	–	–	–	–	–	–	300	300
Dividends paid on ordinary shares	34	–	–	–	–	–	–	(14,632)	(14,632)	–	(14,632)
Dividends paid to non-controlling interests		–	–	–	–	–	–	–	–	(610)	(610)
Total contributions by and distributions to owners, representing total transactions with owners in their capacity as owners		23,236	–	–	–	–	–	(14,632)	8,604	(310)	8,294
At 31 December 2023		168,329	(26)	2,025	(7,599)	(4,190)	(24)	264,921	423,436	5,484	428,920

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

STATEMENTS OF CHANGES IN EQUITY

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

	Note	Share capital $'000	Treasury shares $'000	Retained earnings $'000	Total equity $'000
Company					
At 1 January 2023		145,093	(26)	104,871	249,938
Profit for the year, representing total comprehensive income for the year		–	–	22,191	22,191
Contributions by and distributions to owners					
Shares issued under rights cum warrants issue	27	23,423	–	–	23,423
Share issuance expense	27	(187)	–	–	(187)
Dividends paid on ordinary shares	34	–	–	(14,632)	(14,632)
Total contributions by and distributions to owners, representing total transactions with owners in their capacity as owners		23,236	–	(14,632)	8,604
At 31 December 2023 and 1 January 2024		168,329	(26)	112,430	280,733
Profit for the year, representing total comprehensive income for the year		–	–	25,597	25,597
Contributions by and distributions to owners					
Shares issued under rights cum warrants issue	27	23,239	–	–	23,239
Dividends paid on ordinary shares	34	–	–	(19,098)	(19,098)
Total contributions by and distributions to owners, representing total transactions with owners in their capacity as owners		23,239	–	(19,098)	4,141
At 31 December 2024		**191,568**	**(26)**	**118,929**	**310,471**

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

CONSOLIDATED STATEMENT OF CASH FLOWS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

	Note	2024 $'000	2023 $'000
Operating activities			
Profit before tax		**97,578**	63,429
Adjustments for:			
Depreciation of property, plant and equipment	13	**1,590**	1,574
Depreciation of right-of-use assets	25	**5,890**	5,699
Allowance for expected credit losses on trade receivables	19	**2,576**	1,998
Write-off of property, plant and equipment	8	**99**	43
Write-off of excess of fair value over consideration of interest acquired in a subsidiary	15	**–**	(30)
Reversal of allowance for write-down of inventories	18	**(7)**	–
Interest income	5	**(295)**	(574)
Finance costs	6	**32,586**	34,674
Dividend income from other investment	5	**(48)**	(40)
Increase in fair value of inventories less point-of-sale costs	18	**(3,894)**	(888)
Net fair value loss on loans from unrelated parties	8	**2,058**	26
Write-back of provision for restoration cost	8	**(16)**	(65)
Unrealised exchange (gain)/loss		**(16)**	13
Impairment loss on property, plant and equipment	7	**5**	–
Impairment loss on right-of-use assets	7	**12**	–
Gain on dilution of interest in an associate	16	**(10,137)**	–
Share of results of associates		**(6,268)**	(5,336)
Operating cash flows before changes in working capital		**121,713**	100,523
Changes in working capital			
Decrease/(increase) in inventories		**4,367**	(15,906)
Increase in trade and other receivables		**(140,869)**	(31,788)
Increase in prepaid operating expenses		**(527)**	(975)
Decrease in trade and other payables		**(371)**	(7,590)
(Decrease)/increase in other liabilities		**(844)**	1,073
Cash flows (used in)/generated from operations		**(16,531)**	45,337
Interest received		**295**	574
Interest paid		**(30,701)**	(34,070)
Income taxes paid		**(9,368)**	(8,308)
Net cash flows (used in)/generated from operating activities		**(56,305)**	3,533
Investing activities			
Purchase of property, plant and equipment	A	**(11,407)**	(5,227)
Dividend received from associates		**75**	778
Dividend received from other investment		**48**	40
Net cash outflow on acquisition of subsidiary	15	**–**	(659)
Net cash flows used in investing activities		**(11,284)**	(5,068)

CONSOLIDATED STATEMENT OF CASH FLOWS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

	Note	2024 $'000	2023 $'000
Financing activities			
Proceeds from loans and borrowings		**525,410**	402,244
Repayment of loans and borrowings		**(458,142)**	(398,831)
Payment of principal portion of lease liabilities		**(5,854)**	(5,715)
Gross proceeds from issuance of ordinary shares pursuant to the rights issue		**23,239**	23,423
Share issuance expense		**–**	(187)
Proceeds from issuance of shares to non-controlling shareholders of a subsidiary		**–**	300
Dividends paid to non-controlling interests		**(688)**	(610)
Dividends paid on ordinary shares	34	**(19,098)**	(14,632)
Net cash flows generated from financing activities		**64,867**	5,992
Net (decrease)/increase in cash and cash equivalents		**(2,722)**	4,457
Cash and cash equivalents at beginning of the year		**10,736**	6,279
Cash and cash equivalents at end of the year	21	**8,014**	10,736

Note to the consolidated statement of cash flows

A. Property, plant and equipment

	Note	2024 $'000	2023 $'000
Current year additions to property, plant and equipment	13	**11,423**	5,269
Less: Provision for restoration costs included in "Renovations"	26	**(16)**	(42)
Net cash outflow on purchase of property, plant and equipment		**11,407**	5,227

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

1. CORPORATE INFORMATION

ValueMax Group Limited is a limited liability company incorporated and domiciled in Singapore and is listed on the Singapore Exchange. The immediate and ultimate holding company is Yeah Holdings Pte. Ltd., which is incorporated in Singapore.

The registered office and principal place of business of the Company is located at 261 Waterloo Street #01-35, Singapore 180261.

The principal activities of the Company are those of investment holding and provision of management services. The principal activities of the material subsidiaries and associates are disclosed in Note 15 and Note 16 to the financial statements.

2. MATERIAL ACCOUNTING POLICY INFORMATION

2.1 Basis of preparation

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

The financial statements have been prepared on the historical cost basis except as disclosed in the accounting policies below.

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

2.2 Changes in accounting policies and disclosures

The accounting policies adopted are consistent with those of the previous financial year except that in the current financial year, the Group has adopted all the new and revised standards which are effective for the annual financial periods beginning on or after 1 January 2024. The adoption of these standards did not have any material effect on the financial performance or position of the Group and the Company.

2.3 Standards issued but not yet effective

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

Description	**Effective for annual periods beginning on or after**
Amendments to SFRS(I) 9 and SFRS(I) 7: Classification and Measurement of Financial Instruments	1 January 2026
Annual Improvements to SFRS(I)s — Volume 11	1 January 2026
SFRS(I) 18: Presentation and Disclosures in Financial Statements	1 January 2027
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

Except for the below, the directors expect that the adoption of the standards above will have no material impact on the financial statements in the year of initial application.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

2. MATERIAL ACCOUNTING POLICY INFORMATION (CONT'D)

2.3 Standards issued but not yet effective (cont'd)

SFRS(I) 18: Presentation and Disclosure in Financial Statements

SFRS(I) 18 replaces SFRS(I) 1-1 Presentation of Financial Statements. SFRS(I) 18 introduces new requirements for presentation within the statement of profit or loss, including specified totals and subtotals. Furthermore, entities are required to classify all income and expenses within the statement of profit or loss into one of five categories: operating, investing, financing, income taxes and discontinued operations, whereof the first three are new.

It also requires disclosure of newly defined management-defined performance measures, subtotals of income and expenses, and includes new requirements for aggregation and disaggregation of financial information based on the identified 'roles' of the primary financial statements ("PFS") and the notes.

In addition, narrow-scope amendments have been made to SFRS(I) 1-7 Statement of Cash Flows, which include changing the starting point for determining cash flows from operations under the indirect method, from 'profit or loss' to 'operating profit or loss' and removing the optionality around classification of cash flows from dividends and interest. In addition, there are consequential amendments to several other standards.

SFRS(I) 18, and the amendments to the other standards, is effective for reporting periods beginning on or after 1 January 2027, but earlier application is permitted and must be disclosed. SFRS(I) 18 will apply retrospectively.

2.4 Basis of consolidation and business combinations

(a) *Basis of consolidation*

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

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

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

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

NOTES TO THE FINANCIAL STATEMENTS
FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

2. MATERIAL ACCOUNTING POLICY INFORMATION (CONT'D)

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

(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.

For the purpose 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 is 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.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

2. MATERIAL ACCOUNTING POLICY INFORMATION (CONT'D)

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

(c) *Business combinations involving entities under common control*

Business combinations involving entities under common control are accounted for by applying the pooling of interest method which involves the following:

– The assets and liabilities of the combining entities are reflected at their carrying amounts reported in the consolidated financial statements of the controlling holding company.

– No adjustments are made to reflect the fair values on the date of combination, or recognise any new assets or liabilities.

– No additional goodwill is recognised as a result of the combination.

– Any difference between the consideration paid/transferred and the equity 'acquired' is reflected within equity as merger reserve.

– The statement of comprehensive income reflects the results of the combining entities for the full year, irrespective of when the combination took place.

Comparatives are restated to reflect the combination as if it had occurred from the beginning of the earliest period presented in the financial statements or from the date the entities had come under common control, if later.

2.5 Transactions with non-controlling interests

Non-controlling interest represents the equity in subsidiaries not attributable, directly or indirectly, to owners of the Company.

Changes in the Company's ownership interest in a subsidiary that do not result in a loss of control are accounted for as equity transactions. In such circumstances, the carrying amounts of the controlling and non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiary. Any difference between the amount by which the non-controlling interest is adjusted and the fair value of the consideration paid or received is recognised directly in equity and attributed to owners of the Company.

2.6 Functional and foreign currency

The financial statements are presented in SGD, 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.

NOTES TO THE FINANCIAL STATEMENTS
FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

2. MATERIAL ACCOUNTING POLICY INFORMATION (CONT'D)

2.6 Functional and foreign currency (cont'd)

(a) *Transactions and balances (cont'd)*

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 except for exchange differences arising on monetary items that form part of the Group's net investment in foreign operations, which are recognised initially in other comprehensive income and accumulated under foreign currency translation reserve in equity. The foreign currency translation reserve is reclassified from equity to profit or loss of the Group on disposal of the foreign operation.

(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, property, plant and equipment are measured at cost less accumulated depreciation and any accumulated impairment losses.

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

Leasehold properties	–	Over lease periods, up to 50 years
Motor vehicles	–	5 years
Machinery, tools, office equipment and computers	–	3 to 5 years
Furniture and fittings	–	5 years
Renovations	–	5 years

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 derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset is included in profit or loss in the year the asset is derecognised.

2.8 Impairment of non-financial assets

The Group assesses at each reporting date whether there is indication that an asset may be impaired. If any indication exists, or when 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 group 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.

2. MATERIAL ACCOUNTING POLICY INFORMATION (CONT'D)

2.8 Impairment of non-financial assets (cont'd)

Impairment losses are recognised in profit or loss.

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

2.9 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 statement of financial position, investments in subsidiaries are accounted for at cost less impairment losses.

2.10 Associates

An associate is an entity over which the Group has the power to participate in the financial and operating policy decisions of the investee but does not have control or joint control of those policies.

The Group accounts for its investments in associates using the equity method from the date on which it becomes an associate.

On acquisition of the investment, any excess of the cost of the investment over the Group's share of the net fair value of the investee's identifiable assets and liabilities represents goodwill and is included in the carrying amount of the investment. Any excess of the Group's share of the net fair value of the investee's identifiable assets and liabilities over the cost of the investment is included as income in the determination of the entity's share of the associate's profit or loss in the period in which the investment is acquired.

Under the equity method, investments in associates are carried in the statement of financial position at cost plus post-acquisition changes in the Group's share of net assets of the associates. The profit or loss reflects the share of results of the operations of the associates. Distributions received from associates reduce the carrying amount of the investment. Where there has been a change recognised in other comprehensive income by the associates, the Group recognises its share of such changes in other comprehensive income. Unrealised gains and losses resulting from transactions between the Group and associate are eliminated to the extent of the interest in the associates.

When the Group's share of losses in an associate equals or exceeds its interest in the associate, the Group does not recognise further losses, unless it has incurred obligations or made payments on behalf of the associate.

After application of the equity method, the Group determines whether it is necessary to recognise an additional impairment loss on the Group's investments in associates. The Group determines at the end of each reporting period whether there is any objective evidence that the investment in the associate is impaired. If this is the case, the Group calculates the amount of impairment as the difference between the recoverable amount of the associate and its carrying value and recognises the amount in profit or loss.

The financial statements of the associates are prepared as at the same reporting date as the Company. Where necessary, adjustments are made to bring the accounting policies in line with those of the Group.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

2. MATERIAL ACCOUNTING POLICY INFORMATION (CONT'D)

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. The Group determines the classification of its financial assets at initial recognition.

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

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 a third party, if the trade receivables do not contain a significant financing component at initial recognition.

Subsequent measurement

Financial assets carried 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 derecognised or impaired, and through the amortisation process.

Investment in equity instruments

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

Derecognition

A financial asset is derecognised where the contractual right to receive cash flows from the asset has expired. On derecognition 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.

2. MATERIAL ACCOUNTING POLICY INFORMATION (CONT'D)

2.11 Financial instruments (cont'd)

(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.

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

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 derecognised, and through the amortisation process.

Derecognition

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

2.12 Impairment of financial assets

Trade receivables – Pawnbroking and moneylending segments

The Group recognises an allowance for expected credit losses ("ECLs") for trade receivables from the pawnbroking and moneylending segments. 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).

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

2. MATERIAL ACCOUNTING POLICY INFORMATION (CONT'D)

2.12 Impairment of financial assets (cont'd)

Trade receivables – Retail and trading of jewellery and gold segment

For trade receivables from the retail and trading of jewellery and gold segment, 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 exceed a prescribed number of days past due, as established within the Group's credit risk management practices. 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 Cash and cash equivalents

Cash and cash equivalents comprise cash at banks and on hand which are subject to an insignificant risk of changes in value. These also include bank overdrafts that form an integral part of the Group's cash management.

2.14 Inventories

Inventories principally comprise gold held for trading and inventories that form part of the Group's normal purchase, sale or usage requirements for its retailing activities.

All the inventories of the Group for its gold trading business are measured at fair value less costs to sell, with changes in fair value less costs to sell recognised in profit or loss in the period of the change.

All other inventories are stated at the lower of cost and net realisable value. Finished goods include costs of raw materials, labour and an attributable portion of overheads, determined on a specific identification 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 the estimated costs necessary to make the sale.

2.15 Financial guarantee

A financial guarantee contract is a contract that requires the issuer to make specified payments to reimburse the holder for a loss it incurs because a specified debtor fails to make payment when due in accordance with the terms of a debt instrument.

Financial guarantees are recognised initially as a liability at fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequent to initial recognition, financial guarantees are measured at the higher of the amount of expected credit loss determined in accordance with the policy set out in Note 2.12 and the amount initially recognised less, when appropriate, the cumulative amount of income recognised over the period of the guarantee.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

2. MATERIAL ACCOUNTING POLICY INFORMATION (CONT'D)

2.16 Borrowing costs

Borrowing costs are expensed in the period they occur. Borrowing costs consist of interest and other costs that the Group incurs in connection with the borrowing of funds.

2.17 Employee benefits

Defined contribution plans

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.

2.18 Leases

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

As a lessee

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

(i) 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:

Property	–	2 to 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 (Note 2.8).

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

2. MATERIAL ACCOUNTING POLICY INFORMATION (CONT'D)

2.18 Leases (cont'd)

As a lessee (cont'd)

(ii) 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.

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.

(iii) 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 and equipment (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 and property that are considered to be low value. Lease payments on short-term leases and leases of low-value assets are recognised as expense on a straight-line basis over the lease term.

2.19 Revenue

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 unrelated parties.

Revenue is recognised when the Group satisfies the 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*

The Group is in the business of retail and trading of jewellery and gold. Revenue is recognised when the goods are delivered to the customer and all criteria for acceptance have been satisfied. The goods are often sold with a right of return within a stipulated period.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

2. MATERIAL ACCOUNTING POLICY INFORMATION (CONT'D)

2.19 Revenue (cont'd)

(b) *Interest income*

Interest income from loans to customers and from banks is recognised on a time-proportion basis using the effective interest method.

(c) *Rendering of services*

Revenue from the rendering of management services is recognised on an accrual basis upon rendering of services.

2.20 Taxes

(a) *Current income tax*

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

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

(b) *Deferred tax*

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

Deferred tax liabilities are recognised for all taxable 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 accounting profit nor taxable profit or loss; and

- In respect of taxable temporary differences associated with investments in subsidiaries and associates, 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.

NOTES TO THE FINANCIAL STATEMENTS
FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

2. MATERIAL ACCOUNTING POLICY INFORMATION (CONT'D)

2.20 Taxes (cont'd)

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

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 consolidation and, at the time of the transaction, affects neither accounting profit nor taxable profit or loss; and

- In respect of deductible temporary differences associated with investments in subsidiaries and associates, 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.

(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.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

2. MATERIAL ACCOUNTING POLICY INFORMATION (CONT'D)

2.21 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 balance sheet 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.

3. SIGNIFICANT ACCOUNTING JUDGEMENTS 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 Judgements made in applying accounting policies

In the process of applying the Group's accounting policies, management has made the following judgement which has the most significant effect on the amounts recognised in the consolidated financial statements:

Income taxes

The Group has exposure to income taxes in Singapore. Significant judgement is involved in determining the Group's provision for income taxes. There are certain transactions and computations for which the ultimate tax determination is uncertain during the ordinary course of business. The Group recognises liabilities for expected tax issues based on estimates of whether additional taxes will be due. Where the final tax outcome of these matters is different from the amounts that were initially recognised, such differences will impact the income tax and deferred tax provisions in the period in which such determination is made. The carrying amounts of the Group's income tax payable and deferred tax liabilities at the end of the reporting period were $14,424,000 (2023: $9,741,000) and $2,273,000 (2023: $2,510,000) respectively.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (CONT'D)

3.2 Key sources of estimation uncertainty

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

(a) *Allowance for expected credit losses on trade receivables*

The Group uses a provision matrix to calculate ECLs for trade receivables. The provision rates are based on days past due for groupings of various customer segments that have similar loss patterns.

The provision matrix is initially based on the Group's historical observed default rates. The Group will calibrate the matrix to adjust historical credit loss experience with forward-looking information. At every reporting date, historical default rates are updated and changes in the forward-looking estimates are analysed.

The assessment of the correlation between historical observed default rates, forecast economic conditions and ECLs is a significant estimate. The amount of ECLs is sensitive to changes in circumstances and of forecast economic conditions. The Group's historical credit loss experience and forecast of economic conditions may also not be representative of customer's actual default in the future. The information about the ECLs on the Group's trade receivables is disclosed in Note 32(a).

The carrying amount of trade receivables at the end of the reporting period is disclosed in Note 19.

(b) *Allowance for inventories*

The Group assesses periodically the allowance for inventories to record inventories at the lower of cost and net realisable value. When inventories are deemed obsolete or when the net realisable value falls below cost, the amount of obsolete inventories or fall in value is recognised as an allowance for inventories. To determine whether there is objective evidence of obsolescence or decline in net realisable value, the Group estimates future demand for the product and assesses prevailing market conditions and gold prices. The carrying amount of the Group's inventories at the end of the reporting period is disclosed in Note 18. If the prevailing market gold price decreases by 5%, the carrying amount of inventories stated as at 31 December 2024 would reduce by $430,000 (2023: $348,000).

(c) *Valuation of pledged articles for collateralised loans of pawnbroking segment*

The Group has trade receivables that are in the form of collateralised loans to customers. These loans are extended to customers based on a portion of the individual values of the corresponding pledged articles, for which individual values are assigned to each article by the Group's appraisers. Estimating the values of the articles requires the Group to make certain estimates and assumptions, including assessing prevailing market conditions and gold prices. A 5% reduction in the prevailing market gold price is not expected to have a significant impact on the Group's financial statements as at 31 December 2024 and 2023.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

4. REVENUE

	Group	
	2024	**2023**
	$'000	**$'000**
Retail and trading of jewellery and gold	**343,782**	227,109
Interest income from pawnbroking services	**48,941**	42,728
Interest income from moneylending services	**63,455**	61,200
	456,178	331,037

Revenue from retail and trading of jewellery and gold is recognised at a point in time.

5. OTHER OPERATING INCOME

	Group	
	2024	**2023**
	$'000	**$'000**
Rental income from leasehold properties	**945**	845
Dividend income from other investment	**48**	40
Interest income	**295**	574
Management fee income from associates	**97**	195
Administrative fee income	**1,573**	1,525
Corporate guarantee fee from associates	**269**	212
Facility fee income	**3,566**	2,530
Government grants	**174**	247
Net foreign exchange gain	**608**	–
Others	**193**	217
	7,768	6,385

Facility fees are charged to customers in the Group's moneylending segment, as required, for the provision of ancillary services in connection with the arrangement of credit facilities. Facility fees are non-refundable, and payable to the Group upon the customer's acceptance of the facility.

6. FINANCE COSTS

	Group	
	2024	**2023**
	$'000	**$'000**
Interest expense on:		
– Bank overdrafts	**204**	229
– Bank loans	**27,268**	30,387
– Commercial papers	**4,527**	3,549
– Lease liabilities	**446**	339
– Loans from directors/shareholders of subsidiaries	**141**	170
	32,586	34,674
Included in the consolidated statement of comprehensive income under:		
– Cost of sales	**23,645**	28,076
– Finance costs	**8,941**	6,598
	32,586	34,674

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

7. OTHER OPERATING EXPENSES

	Note	Group 2024 $'000	Group 2023 $'000
Impairment loss on property, plant and equipment	13	**5**	–
Impairment loss on right-of-use assets	25	**12**	–
Allowance for expected credit losses on trade receivables	19	**2,576**	1,998
Net foreign exchange loss		**–**	235
		2,593	2,233

8. PROFIT BEFORE TAX

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

	Note	Group 2024 $'000	Group 2023 $'000
Audit fees paid to:			
– Auditor of the Company		**461**	396
– Other auditors – network firms		**–**	–
– Other auditors – non-network firms		**4**	3
Audit-related services fees paid to:			
– Auditor of the Company		**106**	114
– Other auditors – network firms		**–**	–
– Other auditors – non-network firms		**–**	–
Non-audit-related services fees paid to:			
– Auditor of the Company		**94**	94
– Other auditors – network firms		**–**	–
– Other auditors – non-network firms		**–**	–
Directors' fees		**185**	185
Employee benefits expense	9	**27,917**	24,360
Inventories recognised as an expense in cost of sales	18	**302,728**	202,737
Increase in fair value of inventories less point-of-sale costs	18	**(3,894)**	(888)
Depreciation of property, plant and equipment	13	**1,590**	1,574
Depreciation of right-of-use assets	25	**5,890**	5,699
Lease expense not capitalised in lease liabilities	25	**490**	495
Net fair value loss on loans from unrelated parties	24	**2,058**	26
Write-off of property, plant and equipment		**99**	43
Write-back of provision for restoration cost	26	**(16)**	(65)

9. EMPLOYEE BENEFITS

	Group 2024 $'000	Group 2023 $'000
Employee benefits expense (including directors):		
Salaries and bonuses	**25,121**	21,854
Central Provident Fund contributions	**1,995**	1,873
Other short-term benefits	**801**	633
	27,917	24,360

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

10. RELATED PARTY TRANSACTIONS

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

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

	Group	
	2024	**2023**
	$'000	**$'000**
Sale of goods to director-related companies	**2,294**	3,399
Purchase of goods from associates	**(475)**	(211)
Purchase of goods from director-related companies	**(2,543)**	(1,735)
Dividend received from associates	**75**	75
Rental paid to director-related companies	**(599)**	(599)
Rental paid to a director and spouse	**(76)**	(76)
Management fee income received from associates	**113**	179
Interest received from associates	**148**	533
Interest paid/payable on commercial papers held by directors	**(124)**	(59)
Interest paid/payable on commercial papers held by director-related parties	**(169)**	(855)

The Group has sale and purchase transactions with director-related companies, wherein these companies are controlled by close family members of Mr Yeah Hiang Nam, a director of the Company. These sale and purchase transactions are based on the bid price quotation of gold, and are settled under normal payment terms.

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

	Group	
	2024	**2023**
	$'000	**$'000**
Directors' fees	**185**	185
Short-term employee benefits	**7,469**	5,710
Central Provident Fund contributions	**110**	109
Total compensation paid to key management personnel	**7,764**	6,004
Comprise amounts paid to:		
Directors of the Company	**5,655**	4,253
Other key management personnel	**2,109**	1,751
	7,764	6,004

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

11. INCOME TAX EXPENSE

(a) *Major components of income tax expense*

The major components of income tax expense are:

	Group	
	2024	**2023**
	$'000	**$'000**
Current income tax		
Current income taxation	**13,926**	9,685
Under provision in respect of previous years	**125**	248
	14,051	9,933
Deferred tax		
Origination and reversal of temporary differences	**100**	148
Over provision in respect of previous years	**(337)**	(178)
	(237)	(30)
Income tax expense recognised in profit or loss	**13,814**	9,903

(b) *Relationship between tax expense and accounting profit*

A reconciliation between tax expense and the product of accounting profit multiplied by the applicable corporate tax rate is as follows:

	Group	
	2024	**2023**
	$'000	**$'000**
Profit before tax	**97,578**	63,429
Tax at the domestic rates applicable to profits in the countries where the Group operates	**17,867**	11,177
Adjustments:		
– Non-deductible expenses	**409**	380
– Income not subject to taxation	**(2,433)**	(7)
– Effect of partial tax exemption and tax relief	**(335)**	(451)
– (Over)/under provision in respect of previous years	**(212)**	70
– Share of results of associates	**(1,497)**	(1,274)
– Others	**15**	8
Income tax expense recognised in profit or loss	**13,814**	9,903

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

(c) *Deferred tax*

	Group	
	2024	**2023**
	$'000	**$'000**
Balance at 1 January	**2,510**	2,540
Movement during the year	**(237)**	(30)
Balance at 31 December	**2,273**	2,510

NOTES TO THE FINANCIAL STATEMENTS
FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

11. INCOME TAX EXPENSE (CONT'D)

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

Deferred tax relates to the following:

	Group		Company	
	2024	**2023**	**2024**	**2023**
	$'000	**$'000**	**$'000**	**$'000**
Deferred tax liabilities				
Differences in depreciation for tax purposes	**256**	144	**26**	4
Right-of-use assets	**1,831**	1,329	**5**	9
Unremitted foreign sourced interest income from an associate	**622**	897	**622**	897
Fair value adjustments on acquisitions of subsidiaries	**1,438**	1,504	**–**	–
	4,147	3,874	**653**	910
Deferred tax assets				
Lease liabilities	**(1,874)**	(1,364)	**(5)**	(10)
Presented after appropriate offsetting:				
Deferred tax liabilities	**2,273**	2,510	**648**	900

Tax consequences of proposed dividends

There are no income tax consequences attached to the dividends to the shareholders proposed by the Company but not recognised as a liability in the financial statements (Note 34).

12. EARNINGS PER SHARE

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

	Group	
	2024	**2023**
Profit for the year attributable to owners of the Company ($'000)	**82,832**	52,851
Weighted average number of ordinary shares outstanding for		
Basic earnings per share computation	**847,063**	752,914
Diluted earnings per share computation	**924,963**	752,914
Basic earnings per share (cents)	**9.78**	7.02
Diluted earnings per share (cents)	**8.96**	7.02

* The weighted average number of shares takes into account the weighted average effect of the shares issued under rights cum warrants issue in 2024 and 2023.

The calculation of diluted earnings per share for the financial year ended 31 December 2024 is calculated by dividing the profit for the year attributable to owners of the Company by the weighted average number of ordinary shares outstanding after adjustment for the dilutive effects of 144,144,220 outstanding warrants as if all 144,144,220 outstanding warrants as at 1 January 2024 were exercised on 28 February 2024, being the date on which the warrants became dilutive.

For the financial year ended 31 December 2023, the diluted earnings per share is the same as the basic earnings per share. Outstanding warrants of 144,144,220 as at 31 December 2023 have not been included in the calculation of diluted earnings per share as the warrants were anti-dilutive from the date of issuance to 31 December 2023.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

13. PROPERTY, PLANT AND EQUIPMENT

	Leasehold properties	Motor vehicles	Machinery, tools, office equipment and computers	Furniture and fittings	Renovations	Total
	$'000	$'000	$'000	$'000	$'000	$'000
Group						
Cost						
At 1 January 2023	32,319	78	5,241	1,460	3,419	42,517
Additions	4,539	–	374	196	160	5,269
Acquisition of subsidiary	–	–	12	2	7	21
Write-offs/disposals	–	–	(6)	–	(63)	(69)
At 31 December 2023 and 1 January 2024	36,858	78	5,621	1,658	3,523	47,738
Additions	10,976	–	327	66	54	11,423
Write-offs/disposals	–	–	(144)	(130)	(137)	(411)
At 31 December 2024	**47,834**	**78**	**5,804**	**1,594**	**3,440**	**58,750**
Accumulated depreciation and impairment						
At 1 January 2023	6,513	78	4,599	1,093	2,945	15,228
Charge for the year	892	–	358	137	187	1,574
Write-offs/disposals	–	–	(5)	–	(21)	(26)
At 31 December 2023 and 1 January 2024	7,405	78	4,952	1,230	3,111	16,776
Charge for the year	970	–	343	127	150	1,590
Impairment	–	–	5	–	–	5
Write-offs/disposals	–	–	(124)	(74)	(114)	(312)
At 31 December 2024	**8,375**	**78**	**5,176**	**1,283**	**3,147**	**18,059**
Net carrying amount						
At 31 December 2023	29,453	–	669	428	412	30,962
At 31 December 2024	**39,459**	**–**	**628**	**311**	**293**	**40,691**

	Machinery, tools, office equipment and computers $'000	Furniture and fittings $'000	Renovations $'000	Total $'000
Company				
Cost				
At 1 January 2023, 31 December 2023 and 1 January 2024	458	34	71	563
Additions	10	–	–	10
At 31 December 2024	**468**	**34**	**71**	**573**
Accumulated depreciation				
At 1 January 2023	418	34	71	523
Charge for the year	23	–	–	23
At 31 December 2023 and 1 January 2024	441	34	71	546
Charge for the year	15	–	–	15
At 31 December 2024	**456**	**34**	**71**	**561**
Net carrying amount				
At 31 December 2023	17	–	–	17
At 31 December 2024	**12**	**–**	**–**	**12**

Assets pledged as security

A fixed and floating charge has been placed on the Group's property, plant and equipment with a carrying amount of $40,557,000 (2023: $30,890,000) as security for bank borrowings (Note 24).

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

14. INTANGIBLE ASSETS

	Money lending licences $'000	Lease assignment fees $'000	Total $'000
Group			
Cost			
At 1 January 2023, 31 December 2023, 1 January 2024 and 31 December 2024	310	665	975
Accumulated amortisation			
At 1 January 2023, 31 December 2023, 1 January 2024 and 31 December 2024	–	665	665
Net carrying amount			
At 31 December 2023 and 31 December 2024	310	–	310

Moneylending licences

Moneylending licences, as issued by the Registry of Moneylenders in Singapore, were acquired when the Group acquired the subsidiaries, VM Credit Pte Ltd in 2014 and VM Money Pte Ltd in 2021.

Impairment testing of moneylending licences

Impairment testing of moneylending licences has been performed by comparing the carrying amount with its recoverable amount.

In the Group's impairment assessment, management has considered the profitability and solvency of the underlying business unit to which the moneylending licence is allocated.

Lease assignment fees

Lease assignment fees refer to payments to unrelated parties for the transfer of leases to the Group and are amortised over the remaining lease periods.

15. INVESTMENTS IN SUBSIDIARIES

	Company	
	2024 $'000	**2023 $'000**
Shares, at cost	**94,370**	89,470
Impairment loss	**(3,537)**	(3,537)
	90,833	85,933

The Company carried out a review of the recoverable amounts of its investments in subsidiaries and no further impairment loss was recognised for the year.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

15. INVESTMENTS IN SUBSIDIARIES (CONT'D)

Details of the material subsidiaries are as follows:

Name of subsidiaries	Country of incorporation and place of business	Principal activities	Proportion (%) of ownership interest 2024	2023
Held by the Company				
Ban Soon Pawnshop Pte Ltd[1]	Singapore	Pawnbroking	**50.55**	50.55
ValueMax Pawnshop Pte Ltd[1]	Singapore	Pawnbroking	**100.00**	100.00
ValueMax Pawnshop (BD) Pte Ltd[1]	Singapore	Pawnbroking	**97.70**	97.70
ValueMax Pawnshop (PR) Pte Ltd[1]	Singapore	Pawnbroking	**90.89**	90.89
ValueMax Pawnshop (SG) Pte Ltd[1]	Singapore	Pawnbroking	**100.00**	100.00
ValueMax Pawnshop (Ar Rahnu) Pte Ltd[1]	Singapore	Pawnbroking	**78.75**	78.75
ValueMax Pawnshop (WL) Pte Ltd[1]	Singapore	Pawnbroking	**97.50**	97.50
ValueMax Pawnshop (EL) Pte Ltd[1]	Singapore	Pawnbroking	**100.00**	100.00
ValueMax Pawnshop (JP) Pte Ltd[1]	Singapore	Pawnbroking	**100.00**	100.00
ValueMax Retail Pte Ltd[1]	Singapore	Retail of jewellery	**100.00**	100.00
ValueMax Precious Metals Pte Ltd[1]	Singapore	Trading of gold	**100.00**	100.00
VM Credit Pte Ltd[1]	Singapore	Moneylending	**100.00**	100.00
VM Capital Pte Ltd[1]	Singapore	Moneylending	**100.00**	100.00
VM Money Pte Ltd[1]	Singapore	Moneylending	**100.00**	100.00
VM Funding Pte Ltd[1]	Singapore	Moneylending	**100.00**	100.00
VM AutoFinance Pte Ltd[1]	Singapore	Car financing	**100.00**	100.00
VM Cash Services Pte Ltd[1]	Singapore	Property holding	**100.00**	100.00
ValueMax Properties Pte Ltd[1]	Singapore	Property holding and provision of IT services	**100.00**	100.00
VMM Holdings Sdn Bhd[2]	Malaysia	Investment holding	**100.00**	100.00
Held through VMM Holdings Sdn Bhd				
Swift Paragon Sdn Bhd[2]	Malaysia	Moneylending	**100.00**	100.00

(1) Audited by Ernst & Young LLP, Singapore

(2) Audited by RSM Malaysia

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

15. INVESTMENTS IN SUBSIDIARIES (CONT'D)

The Group has the following subsidiaries that have non-controlling interests ("NCI") that are material to the Group:

Name of subsidiaries	Principal place of business	Proportion (%) of ownership interest held by NCI 2024	2023
Pawnbroking subsidiaries:			
Ban Soon Pawnshop Pte Ltd	Singapore	**49.45**	49.45
ValueMax Pawnshop (BD) Pte Ltd	Singapore	**2.30**	2.30
ValueMax Pawnshop (PR) Pte Ltd	Singapore	**9.11**	9.11
ValueMax Pawnshop (WL) Pte Ltd	Singapore	**2.50**	2.50
ValueMax Pawnshop (Ar Rahnu) Pte Ltd	Singapore	**21.25**	21.25

Summarised financial information of subsidiaries with material NCI

Summarised aggregated financial information including consolidation adjustments but before intercompany eliminations of the pawnbroking subsidiaries with material NCI are as follows:

Summarised statements of financial position

	Pawnbroking subsidiaries with material NCI 2024 $'000	2023 $'000
Current		
Assets	**91,788**	87,992
Liabilities	**(67,796)**	(64,290)
Net current assets	**23,992**	23,702
Non-current		
Assets	**3,151**	3,445
Liabilities	**(533)**	(1,808)
Net non-current assets	**2,618**	1,637
Net assets	**26,610**	25,339

Summarised statements of comprehensive income

	2024 $'000	2023 $'000
Revenue	**23,129**	22,446
Profit before income tax	**4,898**	3,548
Income tax expense	**(640)**	(544)
Profit after tax, representing total comprehensive income	**4,258**	3,004

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15. INVESTMENTS IN SUBSIDIARIES (CONT'D)

Summarised financial information of subsidiaries with material NCI (cont'd)

Other summarised information

	Pawnbroking subsidiaries with material NCI	
	2024	**2023**
	$'000	**$'000**
Net cash flows generated from/(used in) operating activities	**859**	(1,167)
Profit allocated to NCI during the reporting period	**932**	675
Accumulated NCI at the end of reporting period	**5,728**	5,484
Dividends paid to NCI	**(688)**	(610)

Acquisition of subsidiary in 2023

Acquisition of Swift Paragon Sdn Bhd

On 6 June 2023, the Group's subsidiary, VMM Holdings Sdn Bhd, acquired from its associate, SYT Pavilion Sdn Bhd, the entire equity interest in Swift Paragon Sdn Bhd ("SPSB") for a cash consideration of $726,000. Consequent to the acquisition, SPSB became a wholly-owned subsidiary of the Group.

The Group acquired SPSB as part of the restructuring of the Malaysia group of associated companies.

The fair value of the identifiable assets and liabilities of SPSB as at the acquisition date were:

	Fair value recognised on acquisition $'000
Trade and other receivables	8,137
Property, plant and equipment	21
Prepaid operating expenses	86
Cash and cash equivalents	67
	8,311
Trade and other payables	(7,547)
Other liabilities	(8)
	(7,555)
Total identifiable net assets at fair value, representing total consideration transferred	756
Excess of fair value over consideration arising on acquisition	(30)
Cash paid, representing total consideration transferred	726
Effect of the acquisition of SPSB on cash flows	
Cash paid	726
Less: Cash and cash equivalents of subsidiary acquired	(67)
Net cash outflow on acquisition	659

Impact of the acquisition on profit or loss

The acquisition of SPSB was completed on 6 June 2023 and its contribution to both revenue and profit of the Group for the financial year ended 31 December 2023 was insignificant. If the acquisition had taken place at 1 January 2023, the Group's revenue would have increased by $222,000 and the Group's profit, net of tax, would have increased by $73,000 for the financial year ended 31 December 2023.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

16. INVESTMENTS IN ASSOCIATES

The Group's investments in associates are summarised below:

	Group		Company	
	2024	**2023**	**2024**	**2023**
	$'000	**$'000**	**$'000**	**$'000**
Well Chip Group Berhad and its subsidiaries	**47,381**	28,807	**–**	–
Others	**1,766**	2,073	**1,002**	1,002
	49,147	30,880	**1,002**	1,002

Details of the material associates are as follows:

Name of associates	Country of incorporation and place of business	Principal activities	Effective (%) ownership interest 2024	2023
Held through VMM Holdings Sdn Bhd				
VYN Holdings Sdn Bhd[(1)]	Malaysia	Investment holding	**43.83**	43.83
SYT Pavilion Sdn Bhd[(1)(2)]	Malaysia	Investment holding	**–**	49.46
Kedai Pajak Well Chip Sdn Bhd[(1)(2)]	Malaysia	Pawnbroking	**–**	49.35
Thye Shing Pawnshop Sdn Bhd[(1)(2)]	Malaysia	Pawnbroking	**–**	49.35
Kedai Emas Well Chip Sdn Bhd[(1)(2)]	Malaysia	Retail and trading of jewellery	**–**	49.35
Well Chip Group Berhad[(1)]	Malaysia	Investment holding	**37.03**	–
Held through Well Chip Group Berhad				
SYT Pavilion Sdn Bhd[(1)(2)]	Malaysia	Investment holding	**37.03**	–
Kedai Pajak Well Chip Sdn Bhd[(1)(2)]	Malaysia	Pawnbroking	**37.03**	–
Thye Shing Pawnshop Sdn Bhd[(1)(2)]	Malaysia	Pawnbroking	**37.03**	–
Kedai Emas Well Chip Sdn Bhd[(1)(2)]	Malaysia	Retail and trading of jewellery	**37.03**	–

(1) Audited by RSM Malaysia
(2) These entities were restructured under Well Chip Group Behard during the financial year ended 31 December 2024.

The activities of the associates are strategic to the Group's activities.

Aggregate information about the Group's investments in associates that are not individually material are as follows:

	Group	
	2024	**2023**
	$'000	**$'000**
Profit for the year, representing total comprehensive income for the year	**177**	125

NOTES TO THE FINANCIAL STATEMENTS
FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

16. INVESTMENTS IN ASSOCIATES (CONT'D)

Summarised statement of financial position

The following tables summarise the financial information in respect of the Group's material associate based on its SFRS(I) financial statements and a reconciliation with the carrying amount of the investment in the consolidated financial statements is as follows:

	Well Chip Group Berhad and its subsidiaries	
	2024	**2023***
	$'000	**$'000**
Current assets	**198,321**	133,504
Non-current assets	**10,016**	8,749
Total assets	**208,337**	142,253
Current liabilities	**(73,804)**	(78,311)
Non-current liabilities	**(6,584)**	(5,593)
Total liabilities	**(80,388)**	(83,904)
Net assets	**127,949**	58,349
Group's share of net assets based on the respective proportion of the Group's ownership in the associate, representing carrying amount of the investments	**47,381**	28,807

Summarised statement of comprehensive income

	Well Chip Group Berhad and its subsidiaries	
	2024	**2023***
	$'000	**$'000**
Revenue	**67,484**	58,434
Profit after tax, representing total comprehensive income	**15,186**	10,134

* The comparative financial information for the financial year ended 31 December 2023 has been prepared based on the aggregation of entities that were restructured under Well Chip Group Berhad during the financial year ended 31 December 2024. These entities were existing associates of the Group during the financial year ended 31 December 2023.

During the financial year ended 31 December 2024, in a restructuring exercise in preparation for a listing on Bursa Malaysia, a new investment holding company, Well Chip Group Berhad ("WCGB") was incorporated in Malaysia and acquired 100% of the shareholdings in Kedai Pajak Well Chip Sdn Bhd, Kedai Emas Well Chip Sdn Bhd, Thye Shing Pawnshop Sdn Bhd and SYT Pavilion Sdn Bhd (collectively, the "Acquired Entities"). There was no financial impact to the Group from the restructuring exercise and there was no change to the activities of the Acquired Entities before and after the restructuring exercise. On 23 July 2024, WCGB was listed on Bursa Malaysia Main Market and issued 150,000,000 new ordinary shares at Malaysia Ringgit 1.15 each. Arising from this, the Company recognised a gain of $10,137,000 on dilution of its effective interest in WCGB from 49.37% after the restructuring exercise to 37.03% post listing of WCGB. The gain on dilution was recognised in profit or loss in the financial year ended 31 December 2024.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

17. OTHER INVESTMENT

	Group and Company	
	2024	**2023**
	$'000	**$'000**
At fair value through other comprehensive income		
– Equity security (unquoted)		
Ban Seng Pawnshop Pte Ltd	**688**	688

The Group has elected to measure this equity security at FVOCI due to the Group's intention to hold this equity instrument for long-term appreciation.

The Group received a dividend of $48,000 (2023: $40,000) from Ban Seng Pawnshop Pte Ltd during the financial year ended 31 December 2024.

18. INVENTORIES

	Group	
	2024	**2023**
	$'000	**$'000**
Consolidated statement of financial position:		
Commodity inventories at fair value	**14,471**	12,500
Other inventories at the lower of cost and net realisable value	**100,488**	102,925
	114,959	115,425

	Group	
	2024	**2023**
	$'000	**$'000**
Consolidated statement of comprehensive income:		
Recognised in the statement of comprehensive income		
– Inventories recognised as an expense in cost of sales	**302,728**	202,737
– Reversal of allowance for write-down of inventories	**(7)**	–
– Increase in fair value of inventories less point-of-sale costs	**(3,894)**	(888)

A floating charge has been placed on the Group's inventories with a carrying value of $114,959,000 (2023: $115,425,000) as security for bank borrowings (Note 24).

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FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

19. TRADE AND OTHER RECEIVABLES

	Group		Company	
	2024	**2023**	**2024**	**2023**
	$'000	**$'000**	**$'000**	**$'000**
Trade and other receivables (current)				
Trade receivables	**735,615**	733,620	**147**	139
Other receivables	**2,165**	1,277	**804**	683
Deposits	**391**	560	**11**	11
Loans to subsidiaries	**–**	–	**341,533**	280,430
Loans to associates	**–**	4,436	**–**	4,436
Due from subsidiaries (trade)	**–**	–	**867**	664
Due from subsidiaries (non-trade)	**–**	–	**15,996**	18,119
Due from associates (trade)	**186**	344	**–**	–
Due from associates (non-trade)	**622**	746	**269**	745
	738,979	740,983	**359,627**	305,227
Trade and other receivables (non-current)				
Trade receivables	**269,684**	129,580	**–**	–
Deposits	**1,457**	1,264	**–**	–
	271,141	130,844	**–**	–
Total trade and other receivables	**1,010,120**	871,827	**359,627**	305,227
Add:				
Cash and bank balances (Note 21)	**16,805**	15,474	**165**	416
Total financial assets carried at amortised cost	**1,026,925**	887,301	**359,792**	305,643

Trade and other receivables denominated in foreign currencies are as follows:

	Group		Company	
	2024	**2023**	**2024**	**2023**
	$'000	**$'000**	**$'000**	**$'000**
Malaysia Ringgit ("MYR")	**–**	–	**2,530**	2,350

A floating charge has been placed on the Group's trade and other receivables with a carrying value of $919,596,000 (2023: $794,754,000) as security for bank borrowings (Note 24).

Trade receivables – Pawnbroking

Loans to customers in the pawnbroking segment are loans which are interest-bearing at rates ranging from 1.0% to 1.5% per month for the first month and 1.5% per month for the subsequent seven months for the years ended 31 December 2024 and 2023. The quantum of loans granted to customers is based on a portion of the value of the articles pledged to the Group. The Group may repossess unredeemed pledged articles after eight months.

Trade receivables – Secured and unsecured moneylending

Secured loans to customers in the moneylending segment are loans which are interest-bearing at rates ranging 7.0% to 36.0% (2023: 6.6% to 17.0%) per annum. The quantum of loans granted to customers is based on a portion of the value of the assets pledged to the Group.

Unsecured loans to customers in the moneylending segment are loans which are interest-bearing at rates ranging from 10.1% to 47.0% (2023: 8.0% to 48.0%) per annum.

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19. TRADE AND OTHER RECEIVABLES (CONT'D)

Trade receivables – Gold trading

Receivables from customers in the gold trading segment are non-interest bearing and are generally repayable on demand. They are recognised at their original invoice amounts which represent their fair values on initial recognition.

Related party balances

Amounts due from subsidiaries and associates are unsecured, non-interest bearing, repayable on demand and are to be settled in cash.

Loans to associates are unsecured, interest bearing at 6.0% per annum, repayable on demand and are to be settled in cash. Loans to associates were fully repaid during the financial year ended 31 December 2024.

Loans to subsidiaries are unsecured, interest bearing at rates ranging from 4.5% to 6.0% (2023: 4.5% to 7.0%) per annum, repayable on demand and are to be settled in cash.

Expected credit losses

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

	Group		Company	
	2024	**2023**	**2024**	**2023**
	$'000	**$'000**	**$'000**	**$'000**
Movement in allowance accounts:				
At 1 January	**5,006**	2,785	**1,072**	1,072
Charge for the year	**2,576**	1,998	**–**	–
Acquisition of subsidiary	**–**	333	**–**	–
Written off	**–**	(110)	**–**	–
At 31 December	**7,582**	5,006	**1,072**	1,072

Receivables subject to offsetting arrangements

The Group regularly purchases and sells commodity inventories with one of its customers. Both parties have an arrangement to settle the net amount due to or from each other on a 30 days' term basis.

The Group's trade receivables and trade payables that are offset are as follows:

	Gross carrying amounts $'000	Gross amounts offset in the statement of financial position $'000	Net amounts in the statement of financial position $'000
31 December 2024			
Trade receivables	**2,563**	**(4)**	**2,559**
Trade payables	**4**	**(4)**	**–**
31 December 2023			
Trade receivables	575	(36)	539
Trade payables	36	(36)	–

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

20. DERIVATIVE ASSET/(LIABILITIES)

	Group 2024 $'000	Group 2023 $'000
Derivative asset that is designated as hedging instrument carried at fair value:		
Interest rate swap	**–**	126
Derivative liabilities that are designated as hedging instruments carried at fair value:		
Interest rate swaps	**(293)**	(150)

Interest rate swap contracts

Under interest rate swap contracts, the Group agrees to exchange the difference between fixed and floating rate interest amounts calculated on agreed notional principal amounts. Such contracts enable the Group to mitigate the risk of changing interest rates on the cash flow exposures on the issued floating rate debt. The fair value of interest rate swaps at the reporting date is determined by discounting the future cash flows based on observable yield curves at the reporting date and the credit risk inherent in the contract and is disclosed below.

The average interest rate is based on the outstanding balances at the end of the reporting period.

The impact of the hedging instruments on the consolidated statement of financial position as at 31 December is as follows:

	Average contracted fixed interest rate	Notional principal value $'000	Change in fair value used for calculating hedge ineffectiveness $'000	Carrying amount of the hedging instrument asset/ (liability) $'000
2024				
3 years	**2.15%**	**10,000**	**(126)**	**–**
3 years	**3.25%**	**10,000**	**(158)**	**(158)**
3 years	**3.46%**	**10,000**	**47**	**(103)**
3 years	**4.10%**	**7,283**	**(32)**	**(32)**
2023				
3 years	3.46%	10,000	(150)	(150)
3 years	2.15%	10,000	(268)	126

NOTES TO THE FINANCIAL STATEMENTS

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20. DERIVATIVE ASSET/(LIABILITIES) (CONT'D)

Interest rate swap contracts (cont'd)

The impact of the hedged item on the consolidated statement of financial position as at 31 December is as follows:

	Notional amount of the hedged item assets $'000	Change in value used for calculating hedge ineffectiveness $'000	Balance in cash flow hedge reserve for continuing hedges $'000
2024			
Floating rate borrowings	**(37,283)**	**(269)**	**(293)**
2023			
Floating rate borrowings	(20,000)	(418)	(24)

21. CASH AND BANK BALANCES

	Group		Company	
	2024 $'000	2023 $'000	2024 $'000	2023 $'000
Cash at banks and on hand	**16,805**	15,474	**165**	416

Cash at banks do not earn interest.

Cash and bank balances denominated in foreign currencies as at 31 December 2024 and 2023 are not material to the financial statements.

Cash and cash equivalents

For the purpose of the consolidated statement of cash flows, cash and cash equivalents comprise the following at the end of the reporting period:

	Group	
	2024 $'000	2023 $'000
Cash and bank balances	**16,805**	15,474
Bank overdrafts (Note 24)	**(8,791)**	(4,738)
Cash and cash equivalents	**8,014**	10,736

A floating charge has been placed on the Group's cash and bank balances with a carrying value of $12,699,000 (2023: $11,585,000) as security for bank borrowings (Note 24).

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FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

22. TRADE AND OTHER PAYABLES

	Group		Company	
	2024 $'000	2023 $'000	2024 $'000	2023 $'000
Trade and other payables (current)				
Trade payables	**91**	88	**–**	–
Other payables	**304**	1,000	**102**	252
Due to subsidiaries (non-trade)	**–**	–	**5,633**	4,668
Due to an associate (non-trade)	**68**	3	**–**	–
Due to shareholders	**1,257**	640	**–**	–
Loans from subsidiaries	**–**	–	**11,615**	11,731
Loans from shareholders	**2,324**	2,704	**–**	–
	4,044	4,435	**17,350**	16,651
Other payables (non-current)				
Deposits	**109**	88	**–**	–
Total trade and other payables	**4,153**	4,523	**17,350**	16,651
Add/(less):				
Accrued operating expenses (Note 23)	**8,371**	7,408	**1,517**	2,035
Interest-bearing loans and borrowings (Note 24)	**687,312**	613,933	**120,634**	91,681
Loans from unrelated parties (Note 24)	**(3,808)**	(1,750)	**–**	–
Total financial liabilities carried at amortised cost	**696,028**	624,114	**139,501**	110,367

Trade and other payables denominated in foreign currencies as at 31 December 2024 and 2023 are not material to the financial statements.

Trade payables amounting to $4,000 (2023: $36,000) were offset against trade receivables from the same counterparty (Note 19).

Trade and other payables

Trade and other payables are unsecured and non-interest bearing. Trade payables are repayable on demand while other payables are generally on 30 days' terms.

Related party balances

Amounts due to subsidiaries, an associate and shareholders are unsecured, non-interest bearing, repayable on demand and are to be settled in cash.

Loans from subsidiaries are unsecured, interest bearing at 4.5% (2023: 4.5%) per annum and are repayable on demand.

Loans from shareholders are unsecured, interest bearing at 4.5% (2023: 4.5%) per annum and are repayable on demand.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

23. OTHER LIABILITIES

	Group		Company	
	2024 $'000	2023 $'000	2024 $'000	2023 $'000
Accrued operating expenses	**8,371**	7,408	**1,517**	2,035
Advances from customers	**964**	886	**–**	–
	9,335	8,294	**1,517**	2,035

24. INTEREST-BEARING LOANS AND BORROWINGS

	Group		Company	
	2024 $'000	2023 $'000	2024 $'000	2023 $'000
Current				
Loans from unrelated parties	**3,808**	1,750	**–**	–
Bank overdrafts	**8,791**	4,738	**6,454**	2,961
Commercial papers	**109,180**	83,720	**109,180**	83,720
Bank loans	**519,486**	474,484	**5,000**	5,000
	641,265	564,692	**120,634**	91,681
Non-current				
Bank loans	**46,047**	49,241	**–**	–
Total loans and borrowings	**687,312**	613,933	**120,634**	91,681

Loans from unrelated parties

This refers to loans of physical gold from unrelated parties which are unsecured, repayable on demand, and carried at fair value through profit or loss. The repayment of the loan principal is to be settled in physical gold, whereas the interest payable is to be settled in cash. The fair value of the loan is determined directly by reference to the bid price quotation of gold at the end of the reporting period.

Bank overdrafts

Bank overdrafts are repayable on demand and secured by a fixed and floating charge on the assets of certain subsidiaries and personal guarantees by certain directors of a subsidiary.

Commercial papers

The Company has two $100 million multi-tranche unsecured commercial paper facility programmes.

At 31 December 2024, the balance comprised five (2023: four) series of commercial papers with tenures ranging from three to six (2023: three to six) months from the date of issuance.

Bank loans

Bank loans are repayable within twelve months, except for bank loans amounting to $46,047,000 (2023: $49,241,000) with remaining tenures ranging from 1 to 24 years (2023: 1 to 25 years). Bank loans are secured by a fixed and floating charge on the assets of certain subsidiaries, corporate guarantees by the Company and personal guarantees by certain directors of a subsidiary.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

24. INTEREST-BEARING LOANS AND BORROWINGS (CONT'D)

Bank loans (cont'd)

As at 31 December 2024, the Group's non-current bank loans amounted to $46,047,000 (2023: $49,241,000). The Group is required to meet certain thresholds relating to the following measures in respect of bank loan covenants on these non-current bank loans:

i. No direct or indirect change of control in the shareholding or management of the Company;

ii. Loan to asset value ratio;

iii. Minimum consolidated tangible net worth;

iv. Maximum consolidated net gearing ratio; and

v. Debt service coverage ratio.

All covenants are monitored at least on an annual basis. The Group has no indication that they will have difficulty complying with these covenants.

The annual interest rates of total borrowings at the end of the reporting period are as follows:

	Group		Company	
	2024 %	**2023 %**	**2024 %**	**2023 %**
Loans from unrelated parties	**2.00**	2.00	**–**	–
Bank overdrafts	**5.00 – 5.50**	5.00 – 5.50	**–**	–
Commercial papers	**4.50 – 4.75**	5.00 – 5.25	**4.50 – 4.75**	5.00 – 5.25
Bank loans	**2.00 – 5.60**	2.00 – 5.90	**5.25**	5.49

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

			Non-cash changes			
	1 January $'000	**Cash flows* $'000**	**Net additions of lease liabilities $'000**	**Accretion of interest $'000**	**Other $'000**	**31 December $'000**
2024						
Loans from unrelated parties	**1,750**	**–**	**–**	**–**	**2,058**	**3,808**
Commercial papers	**83,720**	**25,460**	**–**	**–**	**–**	**109,180**
Bank loans	**523,725**	**41,808**	**–**	**–**	**–**	**565,533**
Lease liabilities	**8,023**	**(6,300)**	**8,855**	**446**	**–**	**11,024**
	617,218	**60,968**	**8,855**	**446**	**2,058**	**689,545**
2023						
Loans from unrelated parties	1,724	–	–	–	26	1,750
Commercial papers	55,400	28,320	–	–	–	83,720
Bank loans	548,632	(24,907)	–	–	–	523,725
Lease liabilities	8,463	(6,054)	5,275	339	–	8,023
	614,219	(2,641)	5,275	339	26	617,218

* Cash flows for lease liabilities include interest paid of $446,000 (2023: $339,000).

The 'other' column relates to net fair value loss on loans from unrelated parties.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

25. LEASES

(a) *As a lessee*

The Group has lease contracts for property in relation to its outlets and office premises used in its operations. Leases of property generally have lease terms ranging from one to six years. Generally, lease terms do not contain restrictions on the Group's activities concerning dividends, additional debt or further leases.

There are several lease contracts that include extension and termination options.

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

Set out below are the carrying amounts of right-of-use assets recognised and the movements during the year:

Property	**Group**		**Company**	
	2024	**2023**	**2024**	**2023**
	$'000	**$'000**	**$'000**	**$'000**
At 1 January	**7,818**	8,242	**55**	82
Additions/modifications	**8,855**	5,275	**–**	–
Depreciation	**(5,890)**	(5,699)	**(28)**	(27)
Impairment	**(12)**	–	**–**	–
At 31 December	**10,771**	7,818	**27**	55

Set out below are the carrying amounts of lease liabilities and the movements during the year:

Property	**Group**		**Company**	
	2024	**2023**	**2024**	**2023**
	$'000	**$'000**	**$'000**	**$'000**
At 1 January	**8,023**	8,463	**57**	83
Additions/modifications	**8,855**	5,275	**–**	–
Accretion of interest	**446**	339	**2**	3
Payments	**(6,300)**	(6,054)	**(30)**	(29)
At 31 December	**11,024**	8,023	**29**	57
Current	**5,126**	4,400	**29**	28
Non-current	**5,898**	3,623	**–**	29

The maturity analysis of lease liabilities is disclosed in Note 32.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

25. LEASES (CONT'D)

(a) *As a lessee (cont'd)*

The following are the amounts recognised in profit or loss:

	Group	
	2024	**2023**
	$'000	**$'000**
Depreciation of right-of-use assets	**5,890**	5,699
Impairment of right-of-use asset	**12**	–
Interest expense on lease liabilities	**446**	339
Lease expense not capitalised in lease liabilities:		
– Short-term leases	**489**	494
– Leases of low-value assets	**1**	1
Total amount recognised in profit or loss	**6,838**	6,533

The Group had total cash outflows for leases of $6,790,000 in 2024 (2023: $6,549,000). The Group also had non-cash additions to right-of-use assets and lease liabilities of $8,855,000 in 2024 (2023: $5,275,000).

Extension options

The Group has several lease contracts that include extension options. The Group applies judgement in evaluating whether it is reasonably certain whether or not to exercise the option to extend the lease. That is, it considers all relevant factors that create an economic incentive for it to exercise the extension. After the commencement date, the Group reassesses the lease term whether there is a significant event or change in circumstances that is within its control and affects its ability to exercise or not to exercise the option to extend.

At 31 December 2024, the potential future undiscounted cash outflows of approximately $12,483,000 (2023: $13,976,000) have not been included in lease liabilities because the Group is not reasonably certain that the leases will be extended.

(b) *As a lessor*

The Group has entered into operating leases on its properties. These leases have terms ranging between one to four years.

Rental income recognised during the year amounted to $945,000 (2023: $845,000).

Future minimum rentals receivable under non-cancellable operating leases as at 31 December are as follows:

	Group	
	2024	**2023**
	$'000	**$'000**
Within one year	**721**	720
After one year but not more than five years	**675**	284
	1,396	1,004

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FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

26. PROVISIONS

	Group	
	2024	**2023**
	$'000	**$'000**
Provision for restoration costs:		
At 1 January	**499**	522
Arose during the year	**16**	42
Write-back	**(16)**	(65)
At 31 December	**499**	499

Provision for restoration costs is the estimated cost to dismantle or remove plant and equipment or restore leased premises to their original condition upon the expiry of leases.

27. SHARE CAPITAL AND TREASURY SHARES

	No. of ordinary shares		Amount	
Group and Company	**Issued share capital '000**	**Treasury shares '000**	**Share capital $'000**	**Treasury shares $'000**
Balance at 1 January 2023	731,689	(100)	145,093	(26)
Shares issued pursuant to rights cum warrants issue, net of share issue expense	72,072	–	23,236	–
Balance at 31 December 2023 and 1 January 2024	803,761	(100)	168,329	(26)
Shares issued pursuant to rights cum warrants issue, net of share issue expense	**64,553**	**–**	**23,239**	**–**
Balance at 31 December 2024	**868,314**	**(100)**	**191,568**	**(26)**

The holders of ordinary shares (except treasury shares) are entitled to receive dividends as and when declared by the Company. All ordinary shares (except treasury shares) carry one vote per share without restrictions. The ordinary shares have no par value.

On 15 September 2023, the Company issued 72,072,110 ordinary shares and 144,144,220 warrants pursuant to a renounceable, non-underwritten rights cum warrants issue.

During the financial year ended 31 December 2024, the Company issued 64,552,796 (2023: NIL) ordinary shares from the exercise of the warrants. As at 31 December 2024, the Company has 79,591,424 (2023: 144,144,220) outstanding warrants which are convertible to 79,591,424 (2023: 144,144,220) ordinary shares. The warrants may be converted to ordinary shares during the period up to 14 September 2026 at an exercise price of $0.36 per warrant.

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

The Company's subsidiaries do not hold any shares in the Company as at 31 December 2024 and 31 December 2023.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

28. OTHER RESERVES

	Group	
	2024	**2023**
	$'000	**$'000**
Capital reserve	**2,025**	2,025
Merger reserve	**(7,599)**	(7,599)
Foreign currency translation reserve	**(2,270)**	(4,190)
Cash flow hedge reserve	**(293)**	(24)
	(8,137)	(9,788)

Capital reserve

The capital reserve arose from the issuance of bonus shares by subsidiaries and the disposal of shares of a subsidiary without loss of control.

Merger reserve

The merger reserve represents the difference between the consideration paid and the share capital of the subsidiaries when entities under common control are accounted for by applying the pooling of interest method, as described in Note 2.4 of the financial statements.

Foreign currency translation reserve

The foreign currency translation reserve represents exchange differences arising from the translation of the financial statements of foreign operations whose functional currencies are different from that of the Group's presentation currency.

Cash flow hedge reserve

The cash flow hedge reserve comprises the cumulative net change in the fair value of hedging instruments. Amounts accumulated in the reserve are reclassified in the periods when the hedged item affects profit or loss.

29. COMMITMENTS AND CONTINGENCIES

Commitments

On 10 December 2024, the Company entered into a share purchase agreement for the proposed acquisition of 100% of the issued and paid-up share capital, comprising 3,030,000 fully paid-up ordinary shares, in the capital of Ban Fook Pawnshop Pte. Ltd. ("Ban Fook") for a cash consideration of $1,757,400. Ban Fook is incorporated in Singapore and in the business of operating pawn shops in Singapore. On 4 March 2025, the acquisition was completed and Ban Fook become a wholly-owned subsidiary of the Company.

Guarantees

The Group has provided corporate guarantees to banks for an aggregate amount of $33,306,000 (2023: $28,249,000) in respect of bank facilities utilised by certain associates.

The Company has provided corporate guarantees to banks for an aggregate amount of $596,176,000 (2023: $548,751,000) in respect of bank facilities utilised by certain subsidiaries and associates.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

30. FAIR VALUE OF ASSETS AND LIABILITIES

(a) ***Fair value hierarchy***

The Group categorises 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 than 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 at the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

(b) ***Assets and liabilities measured at fair value***

The following table shows an analysis of each class of assets and liabilities measured at fair value at the end of the reporting period:

		Fair value measurements at the end of the reporting period using			
	Note	**Quoted prices in active markets for identical instruments (Level 1) $'000**	**Significant observable inputs other than quoted prices (Level 2) $'000**	**Significant unobservable inputs (Level 3) $'000**	**Total $'000**
Group					
2024					
Financial assets:					
At FVOCI					
Unquoted equity security	17	**–**	**–**	**688**	**688**
Financial liabilities:					
At FVOCI					
Derivative liabilities	20	**–**	**(293)**	**–**	**(293)**
Non-financial assets:					
Commodity inventories	18	**14,471**	**–**	**–**	**14,471**
Non-financial liabilities:					
Loans from unrelated parties	24	**(3,808)**	**–**	**–**	**(3,808)**

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

30. FAIR VALUE OF ASSETS AND LIABILITIES (CONT'D)

(b) ***Assets and liabilities measured at fair value (cont'd)***

		Fair value measurements at the end of the reporting period using			
	Note	Quoted prices in active markets for identical instruments (Level 1) $'000	Significant observable inputs other than quoted prices (Level 2) $'000	Significant unobservable inputs (Level 3) $'000	Total $'000
Group					
2023					
Financial assets:					
At FVOCI					
Unquoted equity security	17	–	–	688	688
Derivative asset	20	–	126	–	126
		–	126	688	814
Financial liabilities:					
At FVOCI					
Derivative liabilities	20	–	(150)	–	(150)
Non-financial assets:					
Commodity inventories	18	12,500	–	–	12,500
Non-financial liabilities:					
Loans from unrelated parties	24	(1,750)	–	–	(1,750)

(c) ***Fair value measurements***

Unquoted equity security

The fair value of the unquoted equity security is determined using the dividend discount model, adjusted for factors such as the cost of equity and lack of market liquidity.

Derivative asset/(liabilities)

The fair value is determined using the present value of the estimated future cash flows based on quoted swap rates, future prices and interbank borrowing rates.

Commodity inventories at fair value

The fair value as disclosed in the table above is determined based on an assessment of the purity of gold and the bid price quotation of gold at the end of the reporting period.

Loans from unrelated parties

The fair value as disclosed in the table above is determined directly by reference to the bid price quotation of gold at the end of the reporting period.

30. FAIR VALUE OF ASSETS AND LIABILITIES (CONT'D)

(c) ***Fair value measurements (cont'd)***

In selecting appropriate valuation models and inputs to be adopted for each valuation that uses significant unobservable inputs, management will calibrate the valuation models and inputs to actual market transactions that are relevant to the valuation if such information is reasonably available. For valuations that are sensitive to the unobservable inputs used, management will use a minimum of two valuation approaches to allow for cross-checks.

Significant changes in fair value measurements from period to period are evaluated for reasonableness. Key drivers of the changes are identified and assessed for reasonableness against relevant information from independent sources, or internal sources if necessary and appropriate.

31. SEGMENT INFORMATION

Business segments

The segment reporting format is determined to be business segments as the Group's risks and rates of return are affected predominantly by differences in the products sold and services rendered. The operating businesses are organised and managed separately according to the nature of the products and services provided, with each segment representing a strategic business unit that offers different products and services, and serves different markets.

The Group is organised into four operating business segments, namely:

(a) Pawnbroking;

(b) Retail and trading of jewellery and gold;

(c) Moneylending; and

(d) Other operations including investment holding and provision of other support services.

Allocation basis

Segment results, assets and liabilities include items directly attributable to a segment as well as those that can be allocated on a reasonable basis. Unallocated items comprise mainly income tax payable, deferred tax liabilities and deferred tax assets.

Segment revenue, expenses and results include transfers between business segments. These transfers are eliminated on consolidation.

Non-cash items are not material to the financial statements and have not been separately presented.

Geographical information

As the Group's business activities are mainly conducted in Singapore, with its non-current assets mainly located in Singapore, information about geographical areas is not relevant to the Group.

Information about major customers

Revenue from ten major customers amounted to $258,623,000 (2023: $142,510,000), arising from the retail and trading of jewellery and gold segment.

NOTES TO THE FINANCIAL STATEMENTS
FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

31. SEGMENT INFORMATION (CONT'D)

	Pawnbroking $'000	Retail and trading of jewellery and gold $'000	Moneylending $'000	Others $'000	Adjustments and eliminations $'000	Note	Group $'000
2024							
Revenue from external customers	48,941	343,782	63,455	–	–		456,178
Inter-segment revenue	33,070	–	–	–	(33,070)	A	–
Results:							
Facility fee income	–	–	3,566	–	–		3,566
Interest income	–	–	–	17,560	(17,265)	A	295
Reversal of allowance for write-down of inventories	–	7	–	–	–		7
Reversal of allowance/ (allowance) for expected credit losses on trade receivables	304	–	(2,880)	–	–		(2,576)
Depreciation of property, plant and equipment	(442)	(171)	(37)	(940)	–		(1,590)
Depreciation of right-of-use assets	(1,593)	(798)	–	(3,499)	–		(5,890)
Finance costs	(12,914)	(3,163)	(26,359)	(7,390)	17,240		(32,586)
Gain on dilution of interest in an associate	–	–	–	10,137	–		10,137
Share of results of associates	–	–	–	6,268	–		6,268
Segment profit	15,186	26,325	31,932	17,867	6,268	B	97,578
Income tax expense	(2,264)	(4,696)	(5,302)	(1,552)	–		(13,814)
Assets:							
Segment assets	353,303	119,643	673,172	182,327	(81,344)	C	1,247,101
Capital expenditure	3,485	963	18	15,812	–		20,278
Segment liabilities	212,143	66,937	282,729	142,592	24,912	D	729,313

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

31. SEGMENT INFORMATION (CONT'D)

	Pawnbroking $'000	Retail and trading of jewellery and gold $'000	Moneylending $'000	Others $'000	Adjustments and eliminations $'000	Note	Group $'000
2023							
Revenue from external customers	42,728	227,109	61,200	–	–		331,037
Inter-segment revenue	36,229	–	–	–	(36,229)	A	–
Results:							
Facility fee income	–	–	2,530	–	–		2,530
Interest income	–	–	–	13,860	(13,286)	A	574
Allowance for expected credit losses on trade receivables	(198)	–	(1,800)	–	–		(1,998)
Depreciation of property, plant and equipment	(489)	(196)	(32)	(857)	–		(1,574)
Depreciation of right-of-use assets	(1,381)	(809)	–	(3,509)	–		(5,699)
Finance costs	(12,626)	(2,428)	(27,283)	(5,623)	13,286		(34,674)
Share of results of associates	–	–	–	5,336	–		5,336
Segment profit	11,725	11,189	29,150	6,029	5,336	B	63,429
Income tax expense	(1,899)	(1,899)	(4,868)	(1,237)	–		(9,903)
Assets:							
Segment assets	307,811	118,244	574,374	152,246	(76,082)	C	1,076,593
Capital expenditure	1,748	497	15	8,284	–		10,544
Segment liabilities	168,315	57,400	290,286	116,127	15,545	D	647,673

Notes

A Inter-segment revenues and income are eliminated on consolidation.

B The following items are added to segment profit to arrive at "profit before tax" presented in the consolidated statement of comprehensive income:

	Group 2024 $'000	Group 2023 $'000
Share of results of associates	**6,268**	5,336

C The following items are deducted from segment assets to arrive at total assets reported in the consolidated statement of financial position:

	Group 2024 $'000	Group 2023 $'000
Inter-segment assets	**(81,344)**	(76,082)

NOTES TO THE FINANCIAL STATEMENTS
FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

31. SEGMENT INFORMATION (CONT'D)

Notes (cont'd)

D The following items are added to segment liabilities to arrive at total liabilities reported in the consolidated statement of financial position:

	Group	
	2024	**2023**
	$'000	**$'000**
Deferred tax liabilities	**1,438**	1,504
Income tax payable	**(898)**	(573)
Inter-segment liabilities	**24,372**	14,614
	24,912	15,545

32. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group and the Company are exposed to financial risks arising from its operations and the use of financial instruments. The key financial risks include credit risk, liquidity risk, interest rate risk and market price risk. The board of directors reviews and agrees policies and procedures for the management of these risks, which are executed by the Chief Financial Officer. The Audit Committee provides independent oversight to the effectiveness of the 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.

The following sections provide details regarding the Group's and the 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 exposure to these financial risks or the manner in which it manages and measures the risks.

(a) ***Credit risk***

Credit risk is the risk of loss that may arise on outstanding financial instruments should a counterparty default on its obligations. The Group's and the Company's exposure to credit risk arises primarily from trade and other receivables. For other financial assets (including cash and bank balances), the Group and the Company minimise credit risk by dealing exclusively with high credit rating counterparties.

The Group's objective is to seek continual revenue growth while minimising losses incurred due to increased credit risk exposure. The Group trades only with recognised and creditworthy unrelated parties. It is the Group's policy that all customers who wish to trade on credit terms are subject to credit verification procedures. In addition, receivable balances are monitored on an ongoing basis with the result that the Group's exposure to bad debts is not significant.

The Group considers the probability of default upon initial recognition of financial assets 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 based on the Group's historical information, internal credit risk management practices, and statutory requirements of the Singapore Law. Default event on trade receivables from the pawnbroking segment is determined to be when the counterparty fails to make contractual payments more than eight months past due. Default event on trade receivables from the moneylending, and retail and trading of jewellery and gold segments is determined to be when the counterparty fails to make contractual payments more than 60 to 180 days past due.

32. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONT'D)

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

The Group considers "low risk" to be an investment grade credit rating with at least one major rating agency for those investments with credit rating. 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;
- External 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 increases in credit risk on other financial instruments of the same borrower;
- Significant changes in the value of the collateral supporting the obligation or in the quality of unrelated-party guarantees or credit enhancements; and
- 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 30 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; and
- There is a disappearance of an active market for that financial asset because of financial difficulty.

The Group assesses a loan or receivable for potential write-off based on the nature and segment of the loan or receivable. Trade receivables from the pawnbroking segment are categorised for potential write-off when a debtor fails to make contractual payments more than eight months past due. Trade receivables from the moneylending, and retail and trading of jewellery and gold segments are categorised for potential write-off when a debtor fails to make contractual payments more than 60 to 180 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.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

32. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONT'D)

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

The loss allowance for the Group's trade receivables held at amortised cost as at the end of the reporting period reconciles to the opening loss allowance as follows:

Loss allowance for the Group's trade receivables

	2024 **$'000**	**2023** **$'000**
At 1 January	**5,006**	2,785
Loss allowance measured with the general approach:		
Lifetime ECL		
– Credit risk has increased significantly since initial recognition	**2,576**	1,998
Acquisition of subsidiary	**–**	333
ECL written off	**–**	(110)
At 31 December	**7,582**	5,006

The gross carrying amount of trade receivables is disclosed in Note 19.

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

(i) Trade receivables – Pawnbroking segment

The Group uses two categories of internal credit risk ratings for pawnbroking trade receivables which reflect their credit risk and how the loss allowance is determined. These internal credit risk ratings are determined through incorporating both qualitative and quantitative information that builds on information specific to the counterparty and other external information that could affect the counterparty's behaviour.

The Group computes expected credit loss for this group of financial assets using the probability of default approach. In calculating the expected credit loss, the Group considers implied probability of default from historical non-renewal and non-redemption data, and adjusts for forward-looking macroeconomic data obtained from the monitoring process of the volatility of market prices of gold.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

32. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONT'D)

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

(i) Trade receivables – Pawnbroking segment (cont'd)

A summary of the Group's internal grading category used in the computation of the Group's expected credit loss model for the trade receivables from the pawnbroking segment is as follows:

Category	**Definition of category**	**Basis for recognition of expected credit loss allowance**	**Basis for calculating interest income**
Grade I	Customers have a low risk of default and a strong capacity to meet contractual cash flows, and receivables for which there is a significant increase in credit risk; as significant increase in credit risk is presumed if interest and/or principal repayments are 30 days past due.	8-month expected credit loss which represents lifetime expected credit loss	Gross carrying amount
Grade II	Interest and/or principal repayments are eight months past due.	Lifetime expected credit loss	Amortised cost of carrying amount (net of credit loss allowance)

There are no significant changes to estimation techniques or assumptions made during the reporting period.

(ii) Trade receivables – Moneylending segment

The Group uses three categories of internal credit risk ratings for trade receivables from its moneylending business which reflect their credit risk and how the loss allowance is determined. These internal credit risk ratings are determined through incorporating both qualitative and quantitative information that builds on information from the Credit Bureau Singapore supplemented with information specific to the counterparty and other external information that could affect the counterparty's behaviour.

The Group computes expected credit loss for this group of financial assets using the probability of default approach. In calculating the expected credit loss, the Group considers implied probability of default from the external rating agency where available and historical loss rates for each category of counterparty, and adjusts for forward-looking macroeconomic data such as, amongst others, GDP growth, property prices and motor vehicle prices.

NOTES TO THE FINANCIAL STATEMENTS
FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

32. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONT'D)

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

(ii) Trade receivables – Moneylending segment (cont'd)

A summary of the Group's internal grading category in the computation of the Group's expected credit loss model for the trade receivables from the moneylending segment is as follows:

Category	**Definition of category**	**Basis for recognition of expected credit loss allowance**	**Basis for calculating interest income**
Grade I	Customers have a low risk of default and a strong capacity to meet contractual cash flows.	12-month expected credit loss	Gross carrying amount
Grade II	Receivables for which there is a significant increase in credit risk; as significant increase in credit risk is presumed if interest and/or principal repayments are 30 days past due.	Lifetime expected credit loss	Gross carrying amount
Grade III	Interest and/or principal repayments are 60 to 180 days past due.	Lifetime expected credit loss	Amortised cost of carrying amount (net of credit loss allowance)

There are no significant changes to estimation techniques or assumptions made during the reporting period.

(iii) Trade receivables – Retail and trading of jewellery and gold segment

The Group provides for lifetime expected credit losses of trade receivables from the retail and trading of jewellery and gold segment 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. The expected credit losses incorporate forward-looking information such as forecast of gold prices as the economic conditions.

Excessive risk concentration

Concentrations arise when a number of counterparties are engaged in similar business activities, or activities in the same geographical region, or have economic features that would cause their ability to meet contractual obligations to be similarly affected by changes in economic, political and other conditions. Concentrations indicate the relative sensitivity of the Group's performance to developments affecting a particular industry.

In order to avoid excessive concentration of risk, the Group's policies and procedures include specific guidelines to focus on maintaining a diversified portfolio. Identified concentrations of credit risk are controlled and managed accordingly. Selective hedging is used within the Group to manage risk concentrations at both the relationship and industry levels. The Group does not apply hedge accounting.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

32. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONT'D)

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

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 statements of financial position, and the corporate guarantees as disclosed in Note 29.

Credit risk concentration profile

The Group determines concentrations of credit risk by monitoring the industry sector profile of its trade receivables on an ongoing basis.

At the end of the reporting period, approximately 24% (2023: 25%) of the Group's trade receivables were due from ten major debtors within the moneylending segment.

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 bank balances are placed with reputable financial institutions or companies with high credit ratings and no history of default.

Financial assets that are either past due or impaired

Information regarding financial assets that are either past due or impaired is in Note 19.

(b) ***Liquidity risk***

Liquidity risk is the risk that the Group or the Company will encounter difficulty in meeting financial obligations due to shortage of funds. The Group's and the Company's exposure to liquidity risk arises primarily from mismatches of the maturities of financial assets and liabilities. The Group's and the Company's objective is to maintain a balance between continuity of funding and flexibility through the use of stand-by credit facilities.

The Group monitors and maintains a level of cash and cash equivalents deemed adequate by management to finance the Group's operations and mitigate the effect of fluctuations in cash flows. The Group also monitors its trade receivables balances against the Group's interest-bearing loans and borrowings. As at the end of the reporting period, more than 95% of the Group's trade receivables are secured with collateralised assets.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

32. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONT'D)

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

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.

	One year or less $'000	One to five years $'000	Over five years $'000	Total $'000
Group				
2024				
Financial assets:				
Trade and other receivables	**764,051**	**269,917**	**13,828**	**1,047,796**
Cash and bank balances	**16,805**	**–**	**–**	**16,805**
Total undiscounted financial assets	**780,856**	**269,917**	**13,828**	**1,064,601**
Financial liabilities:				
Trade and other payables	**4,044**	**109**	**–**	**4,153**
Accrued operating expenses	**8,371**	**–**	**–**	**8,371**
Lease liabilities	**5,465**	**6,111**	**–**	**11,576**
Interest-bearing loans and borrowings	**641,633**	**41,142**	**10,741**	**693,516**
Derivative liabilities	**–**	**293**	**–**	**293**
Total undiscounted financial liabilities	**659,513**	**47,655**	**10,741**	**717,909**
Total net undiscounted financial assets	**121,343**	**222,262**	**3,087**	**346,692**
2023				
Financial assets:				
Trade and other receivables	765,212	124,197	22,386	911,795
Cash and bank balances	15,474	–	–	15,474
Derivative asset	–	126	–	126
Total undiscounted financial assets	780,686	124,323	22,386	927,395
Financial liabilities:				
Trade and other payables	4,435	88	–	4,523
Accrued operating expenses	7,408	–	–	7,408
Lease liabilities	4,614	3,724	–	8,338
Interest-bearing loans and borrowings	566,624	42,974	12,071	621,669
Derivative liabilities	–	150	–	150
Total undiscounted financial liabilities	583,081	46,936	12,071	642,088
Total net undiscounted financial assets	197,605	77,387	10,315	285,307

NOTES TO THE FINANCIAL STATEMENTS
FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

32. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONT'D)

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

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

	One year or less $'000	One to five years $'000	Total $'000
Company			
2024			
Financial assets:			
Trade and other receivables	**359,627**	**–**	**359,627**
Cash and bank balances	**165**	**–**	**165**
Total undiscounted financial assets	**359,792**	**–**	**359,792**
Financial liabilities:			
Trade and other payables	**17,350**	**–**	**17,350**
Accrued operating expenses	**1,517**	**–**	**1,517**
Lease liabilities	**29**	**–**	**29**
Interest-bearing loans and borrowings	**121,966**	**–**	**121,966**
Total undiscounted financial liabilities	**140,862**	**–**	**140,862**
Total net undiscounted financial assets	**218,930**	**–**	**218,930**
2023			
Financial assets:			
Trade and other receivables	305,227	–	305,227
Cash and bank balances	416	–	416
Total undiscounted financial assets	305,643	–	305,643
Financial liabilities:			
Trade and other payables	16,651	–	16,651
Accrued operating expenses	2,035	–	2,035
Lease liabilities	29	29	58
Interest-bearing loans and borrowings	92,827	–	92,827
Total undiscounted financial liabilities	111,542	29	111,571
Total net undiscounted financial assets/(liabilities)	194,101	(29)	194,072

The table below shows the contractual expiry of the Group's and the Company's contingent liabilities and commitments. The maximum amount of the financial guarantee contracts is allocated to the earliest period in which the guarantee could be called, which is within one year or less.

	One year or less	
	2024 $'000	2023 $'000
Group		
Financial guarantees	**33,306**	28,249
Company		
Financial guarantees	**596,176**	548,751

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

32. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONT'D)

(c) ***Interest rate risk***

Interest rate risk is the risk that the fair value or future cash flows of the Group's and the Company's financial instruments will fluctuate because of changes in market interest rates. The Group's and the Company's exposure to interest rate risk arises primarily from their loans and borrowings. The Group's and the Company's loans and borrowings at floating rates are contractually repriced at intervals of six months or less (2023: six months or less) from the end of the reporting period.

Sensitivity analysis for interest rate risk

At the end of the reporting period, if SGD interest rates had been 50 (2023: 50) basis points lower/higher with all other variables held constant, the Group's profit before tax would have been $3,437,000 (2023: $3,070,000) higher/lower, arising mainly as a result of lower/higher interest expense on floating rate loans and borrowings.

(d) ***Market price risk***

Market price risk is the risk that the fair value or future cash flows of the Group's financial instruments will fluctuate because of changes in market prices (other than interest or exchange rates). The Group is exposed to gold commodity price risk arising from its gold commodity inventories and its loans from unrelated parties which is to be repaid in gold. The carrying values of the gold commodity inventories and the loans from unrelated parties are held at fair value based on the bid price quotation of gold at the end of the reporting period.

Sensitivity analysis for commodity price risk

At the end of the reporting period, if gold commodity prices had been 5% (2023: 5%) higher/lower with all other variables held constant, the Group's profit before tax would have been $533,000 (2023: $538,000) higher/lower, arising as a result of an increase/decrease in the fair value of the gold commodity inventories and the loans from unrelated parties.

33. CAPITAL MANAGEMENT

The primary objective of the Group's capital management is to ensure that it maintains a strong credit rating and healthy capital ratios in order to support its business and maximise shareholder value.

The Group manages its capital structure and makes adjustments to it, in light of changes in economic conditions. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. No changes were made in the objectives, policies or processes during the years ended 31 December 2024 and 2023.

33. CAPITAL MANAGEMENT (CONT'D)

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, interest-bearing loans and borrowings, lease liabilities, trade and other payables, other liabilities, less cash and bank balances. Capital refers to equity attributable to owners of the Company.

	Note	Group 2024 $'000	Group 2023 $'000
Interest-bearing loans and borrowings	24	**687,312**	613,933
Lease liabilities	25	**11,024**	8,023
Trade and other payables	22	**4,153**	4,523
Other liabilities	23	**9,335**	8,294
Less: Cash and bank balances	21	**(16,805)**	(15,474)
Net debt		**695,019**	619,299
Equity attributable to owners of the Company		**512,060**	423,436
Capital and net debt		**1,207,079**	1,042,735
Gearing ratio		**58%**	59%

34. DIVIDENDS

	Group and Company 2024 $'000	Group and Company 2023 $'000
Declared and paid during the financial year:		
Dividends on ordinary shares:		
– Final exempt (one-tier) dividend for 2023: 2.20 cents (2022: 2.00 cents) per share	**19,098**	14,632
Proposed but not recognised as a liability as at 31 December:		
Dividends on ordinary shares, subject to shareholders' approval at the AGM:		
– Final exempt (one-tier) dividend for 2024: 2.68 cents (2023: 2.20 cents) per share	**23,268**	17,681

The actual dividend paid for 2023 was $19,098,000 due to the exercise of warrants by shareholders in 2024 prior to the closure of the Share Transfer Books and the Register of Members of the Company. A total of 64,429,470 shares were issued as a result. These shares were entitled to the receipt of dividend.

35. EVENT OCCURRING AFTER THE REPORTING PERIOD

On 21 February 2025, the Company entered into a share purchase agreement to acquire the entire outstanding shares of Heng Heng Pawnshop Pte Ltd for a consideration of $3,720,000, subject to certain conditions precedent. On 3 March 2025, the acquisition was completed and Heng Heng Pawnshop Pte Ltd become a wholly owned subsidiary of the Company.

36. AUTHORISATION OF FINANCIAL STATEMENTS FOR ISSUE

The financial statements for the year ended 31 December 2024 were authorised for issue in accordance with a resolution of the directors on 26 March 2025.

ADDITIONAL INFORMATION ON DIRECTORS SEEKING RE-ELECTION

Ms Yeah Lee Ching, Mr Neo Poh Kiat and Mr Tan Soon Liang are the Directors seeking re-election at the forthcoming Annual General Meeting of the Company to be convened on 22 April 2025 ("**AGM**") (collectively, the "**Retiring Directors**" and each a "**Retiring Director**").

Pursuant to Rule 720(5) of the Listing Manual of the SGX-ST, the following is the information relating to the Retiring Directors as set out in Appendix 7.4.1 to the Listing Manual of the SGX-ST:

	MS YEAH LEE CHING	MR NEO POH KIAT	MR TAN SOON LIANG
Age	53	72	52
Date of Appointment	12 April 2013	1 January 2022	1 January 2022
Date of last re-appointment	28 April 2020	N.A.	N.A.
Job Title	• Executive Director • Managing Director, Retail and Trading	• Lead Independent Director • Chairman of the Audit Committee and Member of the Remuneration Committee	• Independent Director • Chairman of the Nominating Committee and Member of the Audit Committee
Country of principal residence	Singapore	Singapore	Singapore
Board's comments on the re-election (including rationale)	Factors considered by the Board on the re-election of Ms Yeah Lee Ching, Mr Neo Poh Kiat and Mr Tan Soon Liang: • The Board of Directors of the Company has considered, among others, the recommendation of the Nominating Committee ("**NC**") and has reviewed and considered the contribution and performance, attendance, preparedness, participation, candour and suitability of these three Directors. • The Board have reviewed and concluded that the three Directors possess the experience, expertise, knowledge and skills to contribute towards the core competencies of the Board.		
Whether appointment is executive, and if so, the area of responsibility	Executive, responsible for leading, planning, development and execution of the Group's marketing initiatives as well as overseeing the valuation, gold trading and corporate communications.	No	No

ADDITIONAL INFORMATION ON DIRECTORS SEEKING RE-ELECTION

	MS YEAH LEE CHING	MR NEO POH KIAT	MR TAN SOON LIANG
Working experience, occupation(s) and professional qualification during the past 10 years	Executive Director of the Group 2009-2012 Operations Director Master in Business Administration from the National University of Singapore Graduate Gemmologist from Gemmological Institute of America	Managing Director of Octagon Advisors (Shanghai) Co Ltd 2005-2021 Managing Director of Octagon Advisors Pte Ltd Bachelor of Commerce (Honours) from Nanyang University	Managing Director of Ti Ventures Pte Ltd and Omnibridge Capital Pte Ltd 2010-2015 Managing Director of Ti Investment Holdings Pte Ltd Bachelor of Business (Honours) degree from Nanyang Technological University Master of Business Administration degree from University of Hull, UK CFA Charterholder
Shareholding interest in the Company and its subsidiaries	Nil	Nil	150,000 shares in the Company
Relationship (including immediate family relationship) with any existing executive officer, the Company and/or substantial shareholder of the Company or any of its principal subsidiaries	Daughter of Mr Yeah Hiang Nam and sister of Mr Yeah Chia Kai	No	No
Conflict of Interest (including any competing business)	No	No	No
Undertaking (in the format set out in Appendix 7.7) under Rule 720(1) has been submitted to ValueMax Group Limited	Yes	Yes	Yes

ADDITIONAL INFORMATION ON DIRECTORS SEEKING RE-ELECTION

	MS YEAH LEE CHING	MR NEO POH KIAT	MR TAN SOON LIANG
Other Principal Commitments (Including Directorships) – Present	ValueMax Group Limited ValueMax Pawnshop Pte. Ltd. ValueMax Pawnshop (BD) Pte. Ltd. ValueMax Pawnshop (PR) Pte. Ltd. ValueMax Pawnshop (SG) Pte. Ltd. ValueMax Pawnshop (JP) Pte. Ltd. ValueMax Pawnshop (CCK) Pte. Ltd. ValueMax Pawnshop (WL) Pte. Ltd. ValueMax Pawnshop (EL) Pte. Ltd. VM Cash Services Pte. Ltd. VM Worldwide Services Pte. Ltd. ValueMax Organisation Pte. Ltd. Heng Leong Pawnshop Pte. Ltd ValueMax Strategic Pte Ltd ValueMax Precious Metal Pte. Ltd. Spring Jewellery (SG) Pte. Ltd. ValueMax Retail Pte. Ltd. ValueMax International Pte. Ltd.	**Public Companies** Independent director of: China Yuchai International Ltd Capitaland China Trust Management Limited **Private Companies** Aurealis Investments Ltd Fullerton Credit group of companies in China	**Public Companies** Independent Director of: ISDN Holdings Limited Choo Chiang Holdings Limited Far East Group Limited Stamford Land Corporation Ltd EuroSports Global Limited **Private Companies** ACH Investors Pte Ltd Omnibridge Capital Ltd Omnibridge Capital Pte Ltd Omnibridge Investments Ltd Omnibridge Investments Pte Ltd Omnibridge Investment Partners Pte Ltd Ti Investment Holdings Pte Ltd Ti Ventures Pte Ltd

ADDITIONAL INFORMATION ON DIRECTORS SEEKING RE-ELECTION

	MS YEAH LEE CHING	MR NEO POH KIAT	MR TAN SOON LIANG
	ValueMax Management Pte. Ltd. Valuemax Properties Pte. Ltd. ValueMax Corporate Services Pte. Ltd. ValueMax Executives Pte. Ltd. VM Credit Pte. Ltd. VM Capital Pte. Ltd. VM Money Pte. Ltd. VM AutoFinance Pte. Ltd.		
Other Principal Commitments (Including Directorships) - Past (for the last 5 years)	Nil	Nil	**Public Companies** GDS Global Limited Clearbridge Health Limited Colex Holdings Limited **Private Companies** Allin International Holdings Pte Ltd Allin Holdings Pte Ltd MG Investors Pte Ltd The Learning Fort Pte Ltd Omnibridge Investment Partners Ltd

ADDITIONAL INFORMATION ON DIRECTORS SEEKING RE-ELECTION

	MS YEAH LEE CHING	MR NEO POH KIAT	MR TAN SOON LIANG
Responses to questions (a) to (k) under Appendix 7.4.1 of the Listing Manual of Singapore Exchange Securities Trading Limited	Responses to questions (a) to (k) are negative.	Responses to questions (a) to (k) are negative.	Responses to questions (a) to (k) are negative except for response to question (b). The response to question (b) is Yes. Mr Tan was a non-executive director of T10 Lifestyle Concepts Pte Ltd ("T10"), a company incorporated in Singapore, from April 2011 to November 2015. He was a non-executive nominee director representing the interests of Ti Investment Holdings Pte Ltd which had a 60.0% shareholding in T10. During the period of his directorship in T10, he was not involved in the daily business operations nor financial management of T10. On 12 November 2015, T10 was dissolved pursuant to a compulsory winding up application.

STATISTICS OF SHAREHOLDINGS

Issued and Fully Paid-up Capital	:	S$191,937,292
No. of Shares Issued	:	869,240,493
Class of Shares	:	Ordinary shares
Voting Rights	:	One vote per share
No. of Treasury Shares	:	100,000

Distribution of shareholdings
(As recorded in the Register of Members and Depository Register)

Size of Shareholdings	No. of Shareholders	% of Shareholders	No. of Shares	% of Shares
1 – 1,000	93	8.55	35,892	0.01
1,001 – 10,000	421	38.69	2,370,909	0.27
10,001 – 1,000,000	550	50.55	48,361,027	5.56
1,000,001 & above	24	2.21	818,472,665	94.16
Total	**1,088**	**100.00**	**869,240,493**	**100.00**

Twenty largest shareholders
(As recorded in the Register of Members and Depository Register)

	Name of Shareholders	No. of Shares	% of Shares
1	YEAH HOLDINGS PTE LTD	582,939,937	67.06
2	DBS NOMINEES PTE LTD	106,546,849	12.26
3	TAN HONG YEE	48,506,450	5.58
4	OCBC SECURITIES PRIVATE LTD	27,622,145	3.18
5	RAFFLES NOMINEES (PTE) LIMITED	8,303,477	0.96
6	PHILLIP SECURITIES PTE LTD	5,128,733	0.59
7	SIK PEI SHAN (XUE PEISHAN)	4,303,478	0.50
8	MOH TSER LOONG ALVIN	3,965,819	0.46
9	SIK SOO CHING SUSAN	3,934,734	0.45
10	CITIBANK NOMINEES SINGAPORE PTE LTD	3,484,654	0.40
11	GAN SUAT LUI	2,985,000	0.34
12	SIK LEY BOY	2,781,514	0.32
13	TEO SOO BENG	2,100,065	0.24
14	ONG POH LIM @ ONG PAO LIM	2,087,099	0.24
15	ONG PANG AIK	2,000,000	0.23
16	GOH CHER NGANN	1,931,448	0.22
17	WONG KAR SENG	1,500,022	0.17
18	LIM SIAU CHUA	1,416,343	0.16
19	WIRTZ JOCHEN	1,255,219	0.14
20	OCBC NOMINEES SINGAPORE PTE LTD	1,249,352	0.14
	TOTAL:	**814,042,338**	**93.64**

STATISTICS OF SHAREHOLDINGS

Substantial shareholdings
(As recorded in the Register of Members and Depository Register)

	Direct Interest		Deemed Interest	
	No. of shares	**% of shares**	**No. of shares**	**% of shares**
Name of Shareholder				
YEAH HOLDINGS PTE. LTD.[1]	582,939,937	67.06	–	–
YEAH HIANG NAM @ YEO HIANG NAM[2][3]	–	–	739,597,324	85.09
TAN HONG YEE[2][3]	48,506,450	5.58	691,090,874	79.51

(1) Yeah Holdings Pte Ltd is a private limited company incorporated in Singapore on 12 November 2012. It is an investment holding company. The shareholders of Yeah Holdings Pte Ltd are Yeah Hiang Nam (35%), Tan Hong Yee (35%), Yeah Lee Ching (10%), Yeah Chia Wei (10%) and Yeah Chia Kai (10%).

(2) By virtue of Section 7 of the Singapore Companies Act 1967, Yeah Hiang Nam and Tan Hong Yee are deemed to have an interest in the 582,939,937 shares held and deemed interested in by Yeah Holdings Pte. Ltd.

(3) Yeah Hiang Nam and Tan Hong Yee are husband and wife and as such are deemed to have an interest in the shares held by each other.

Shareholdings held in the hands of the public

Based on the information available to the Company as at 10 March 2025, approximately 14.67 percent of the issued ordinary shares of the Company are held by the public and therefore Rule 723 of the Listing Manual issued by SGX-ST is complied with.

STATISTICS OF WARRANTHOLDERS

DISTRIBUTION OF WARRANTHOLDERS BY SIZE OF WARRANTHOLDINGS AS AT 10 MARCH 2025

SIZE OF WARRANTHOLDINGS	NO. OF WARRANTHOLDERS	%	NO. OF WARRANTS	%
100 – 1,000	22	13.33	11,402	0.01
1,001 – 10,000	84	50.91	385,716	0.49
10,001 – 1,000,000	53	32.12	7,375,036	9.39
1,000,001 AND ABOVE	6	3.64	70,792,662	90.11
	165	**100.00**	**78,564,816**	**100.00**

Twenty-three largest warrantholders
(As recorded in the Register of Members and Depository Register)

	Name of Warrantholders	No. of Warrants	% of Warrants
1	YEAH HOLDINGS PTE LTD	35,079,988	44.65
2	DBS NOMINEES PTE LTD	20,457,322	26.04
3	TAN HONG YEE	8,819,354	11.23
4	PHILLIP SECURITIES PTE LTD	3,225,998	4.11
5	MOH TSER LOONG ALVIN	2,188,000	2.78
6	TENG YI WEI	1,022,000	1.30
7	CHEN YUNZHONG	816,000	1.04
8	SIK PEI SHAN (XUE PEISHAN)	800,000	1.02
9	KGI SECURITIES (SINGAPORE) PTE. LTD	730,154	0.93
10	ZHANG JIXUAN	646,300	0.82
11	UNITED OVERSEAS BANK NOMINEES PTE LTD	642,284	0.82
12	GAN SUAT LUI	544,000	0.69
13	OCBC NOMINEES SINGAPORE PTE LTD	461,834	0.59
14	KHOO HWEE SAN	300,000	0.38
15	GAN SENG KUEI	300,000	0.38
16	ANG JWEE HERNG	222,138	0.28
17	IFAST FINANCIAL PTE LTD	152,526	0.19
18	DEVI D/O RAMACHANDRAN	138,896	0.18
19	GBM VENTURE PTE LTD	120,000	0.15
20	ER SUNG CHOON	100,000	0.13
21	GAN SENG KUEI OR CHAN LOW FOONG	100,000	0.13
22	GOH CHER NGANN	100,000	0.13
23	TAN KIM HOO	100,000	0.13
	TOTAL:	**77,066,794**	**98.10**

STATISTICS OF WARRANTHOLDERS

Substantial warrant holding
(As recorded in the Register of Members and Depository Register)

	Direct Interest		Deemed Interest	
	No. of shares	**% of shares**	**No. of shares**	**% of shares**
Name of Shareholder				
YEAH HOLDINGS PTE. LTD.[1]	35,079,988	44.65	–	–
YEAH HIANG NAM @ YEO HIANG NAM[2][3]	–	–	63,297,832	80.57
TAN HONG YEE[2][3]	8,819,354	11.23	54,478,478	69.34

[1] Yeah Holdings Pte Ltd is a private limited company incorporated in Singapore on 12 November 2012. It is an investment holding company. The shareholders of Yeah Holdings Pte Ltd are Yeah Hiang Nam (35%), Tan Hong Yee (35%), Yeah Lee Ching (10%), Yeah Chia Wei (10%) and Yeah Chia Kai (10%).

[2] By virtue of Section 7 of the Singapore Companies Act 1967, Yeah Hiang Nam and Tan Hong Yee are deemed to have an interest in the 35,079,988 warrants held and deemed interested in by Yeah Holdings Pte. Ltd.

[3] Yeah Hiang Nam and Tan Hong Yee are husband and wife and as such are deemed to have an interest in the warrants held by each other.

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the Company will be held at YWCA Fort Canning, Peace Room, Level 3, 6 Fort Canning Road, Singapore 179494 on 22 April 2025 at 10.00 a.m. to transact the following business:

AS ORDINARY BUSINESS

1. To receive and adopt the Audited Financial Statements of the Company for the financial year ended 31 December 2024 and the Directors' Statement and the Auditors' Report thereon. **(Resolution 1)**

2. To declare a first and final one-tier tax exempt dividend of 2.68 cents per share for the financial year ended 31 December 2024. **(Resolution 2)**

3. To approve the Directors' fees of S$185,000/- for the financial year ended 31 December 2024 (31 December 2023: S$185,000/-). **(Resolution 3)**

4. To re-elect Mr Neo Poh Kiat, who is retiring by rotation pursuant to Article 98 of the Company's Constitution and wishes to seek re-election as a Director of the Company. **(Resolution 4)**

   Mr Neo Poh Kiat, will, upon re-election as a Director of the Company, remain as Chairman of the Audit Committee and a member of the Audit and Remuneration Committees and will be considered independent for the purposes of Rule 704(8) of the Listing Manual of the Singapore Exchange Securities Trading Limited.

5. To re-elect the Mr. Tan Soon Liang, who is retiring pursuant to Article 98 of the Company's Constitution and wishes to seek re-election as a Director of the Company. **(Resolution 5)**

   Mr. Tan Soon Liang will, upon re-election as a Director of the Company, remain as Chairman of the Nominating Committee and a member of the Audit Committee and will be considered independent for the purposes of Rule 704(8) of the Listing Manual of the Singapore Exchange Securities Trading Limited.

6. To re-elect the Ms. Yeah Lee Ching who is retiring pursuant to Article 98 of the Company's Constitution and wishes to seek re-election as a Director of the Company. **(Resolution 6)**

7. To re-appoint Messrs. Ernst & Young LLP as auditors of the Company to hold office until the conclusion of the next Annual General Meeting and to authorise the Directors to fix their remuneration. **(Resolution 7)**

AS SPECIAL BUSINESS

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

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

   (a) "That, pursuant to Section 161 of the Companies Act 1967, and Rule 806 of the Listing Manual of the Singapore Exchange Securities Trading Limited, approval be and is hereby given to the Directors of the Company 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;

      (ii) make or grant offers, agreements or options that might or would require shares to be issued or other transferable rights to subscribe for or purchase shares (collectively, "Instruments") including but not limited to the creation and issue of warrants, debentures or other instruments convertible into shares;

NOTICE OF ANNUAL GENERAL MEETING

(iii) issue additional Instruments arising from adjustments made to the number of Instruments previously issued in the event of rights, bonus or capitalisation issues; and

(b) (Notwithstanding the authority conferred by the shareholders may have ceased to be in force) issue shares in pursuance of any Instrument made or granted by the Directors while the authority was in force,

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 of the Company, 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 shareholders of the Company does not exceed 20% of the total number of issued shares excluding treasury shares of the Company, and for the purpose of this resolution, the issued share capital 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, or

(b) new shares arising from exercising share options or vesting of share awards outstanding or subsisting at the time this resolution is passed provided the options or awards were granted in compliance with Part VIII of Chapter 8 of the Listing Manual of the Singapore Exchange Securities Trading Limited, and

(c) any subsequent bonus issue, consolidation or subdivision of the Company's shares, 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 8)

(See Explanatory Note 1)

9. **Proposed Renewal of Shareholders' General Mandate for the Interested Person Transactions**

That approval be and is hereby given:

1. for the purposes of Chapter 9 of the Listing Manual of the Singapore Exchange Securities Trading Limited ("**Chapter 9**"), for the Company, its subsidiaries and associated companies that are entities at risk (as defined in Chapter 9), or any of them, to enter into any of the transactions falling within the types of interested person transactions described in Section 3.5 of the Circular with the class of interested persons (as described in Section 3.4 of the Circular), provided that such transactions are made on normal commercial terms, will not be prejudicial to the interests of the Company and its minority shareholders and are in accordance with the review procedures for such interested person transactions (the "**Proposed Renewal of IPT Mandate**");

2. the Proposed Renewal of IPT Mandate shall, unless revoked or varied by the Company in general meeting, continue in force until the conclusion of the next annual general meeting of the Company; and

NOTICE OF ANNUAL GENERAL MEETING

3. the Board of Directors of the Company and any of them be and are hereby authorised to complete and do all such acts and things (including without limitation, executing all such documents as may be required) as they or he may consider expedient or necessary or in the interests of the Company to give effect to the transactions contemplated and/or authorised by the Proposed Renewal of IPT Mandate and/or this resolution. **(Resolution 9)**

NOTICE OF BOOKS CLOSURE AND DIVIDEND PAYMENT DATE

NOTICE IS HEREBY GIVEN that, subject to the approval of shareholders to the First and Final Dividend (the "**Proposed First & Final Dividend**" being obtained at the Annual General Meeting (the "**AGM**") to be held on 22 April 2025, the Share Transfer Books and the Register of Members of the Company will be closed on 9 May 2025 at 5.00 p.m. ("**Record Date**") for the purpose of determining Members' entitlements to the Proposed First & Final Dividend.

Duly completed registrable transfers in respect of shares in the Company received up to the close of business at 5.00 p.m. on the Record Date by the Company's Share Registrar, Tricor Barbinder Share Registration Services, 9 Raffles Place, #26-01, Republic Plaza, Singapore 048619 will be entitled to the Proposed First and Final Dividend.

Members whose Securities Accounts with The Central Depository (Pte) Limited are credited with shares of the Company as at 5.00 p.m. on Record Date will be entitled to the Proposed First and Final Dividend.

The Proposed First & Final Dividend, if approved at the AGM, will be paid on 22 May 2025.

BY ORDER OF THE BOARD

Lotus Isabella Lim Mei Hua
Company Secretary

1 April 2025

Explanatory Notes:

1. The ordinary resolution no. 8 is to authorise 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 percent of total number of issued shares excluding treasury shares of the Company, of which the total number of shares and convertible securities issued other than on a pro-rata basis to existing shareholders shall not exceed 20 percent of the total number of issued shares excluding treasury shares of the Company at the time the resolution is passed, for such purposes as they consider would be in the interests of the Company. This authority will, unless revoked or varied at a general meeting, expire at the next Annual General Meeting of the Company.

NOTES

1. A member of the Company (other than a member who is a relevant intermediary as defined in Note 2 below) shall not be entitled to appoint more than two proxies to attend and vote at the Annual General Meeting on his behalf. A member of the Company which is a corporation is entitled to appoint its authorised representative or proxy to vote on its behalf. A proxy needs not be a member of the Company.

2. Pursuant to Section 181 of the Act, any member who is a relevant intermediary is entitled to appoint one or more proxies to attend and vote at the Annual General Meeting. Relevant intermediary is either:

   (a) a banking corporation licensed under the Banking Act (Cap. 19) or its wholly-owned subsidiary which provides nominee services and holds shares in that capacity;

   (b) a capital markets services licence holder which provides custodial services for securities under the Securities and Futures Act (Cap. 289) and holds shares in that capacity; or

   (c) the Central Provident Fund ("CPF") Board established by the Central Provident Fund Act (Cap. 36), in respect of shares purchased on behalf of CPF investors.

   A proxy needs not be a member of the Company.

NOTICE OF ANNUAL GENERAL MEETING

3. The instrument appointing a proxy or proxies shall, in the case of an individual, be signed by the appointor or his attorney, and in case of a corporation, shall be either under the common seal or signed by its attorney or an authorised officer on behalf of the corporation

4. The instrument appointing a proxy must be submitted to the Company in the following manner:

   (a) if submitted by post, be lodged at the registered office of the Company's Share Registrar, Tricor Barbinder Share Registration Services, at 9 Raffles Place, #26-01 Republic Plaza, Singapore 048619; or

   (b) if submitted electronically, be submitted via email to the Company's Share Registrar at proxy2024@valuemax.com.sg,

   in each case, not later than 72 hours before the time appointed for the Meeting.

5. **Submission of Questions.**

   Shareholders may submit questions relating to the items on the agenda of the AGM in advance, via any one of the following means:

   (a) by mail to the registered office of the Company at 261 Waterloo Street, #01-35, Waterloo Street, Singapore 180261 on 25 April 2023; or

   (b) email to email address: AGMQnA2025@valuemax.com.sg and

   Shareholders who wish to submit questions in advance of the AGM may do so on or before **9 April 2025**. Shareholders will need to identify themselves when posing questions by email or by mail by providing the following details:

   (i) the Shareholder's full name as it appears on his/her/its CDP/CPF/SRS share records;

   (ii) the Shareholder's NRIC/Passport/UEN number;

   (iii) the Shareholder's contact number and email address; and

   (iv) the manner in which the Shareholder holds his/her/its Shares in the Company (e.g. via CDP, CPF or SRS).

   Please note that the Company will not be able to answer questions from persons who provide insufficient details to enable the Company to verify his/her/its shareholder status.

   The Company will endeavour to address the substantial and relevant questions received in advance of the AGM by **15 April 2025**. Any questions received after the said date will be addressed at the Annual General Meeting. The responses to such questions from shareholders, together with the minutes of the AGM, will be posted on the SGXNET and the Company's website within one month after the date of the AGM.

PERSONAL DATA POLICY

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

VALUEMAX GROUP LIMITED
Registration Number: 200307530N
(Incorporated in the Republic of Singapore)

IMPORTANT
1. For investors who have used their CPF monies to buy ValueMax Group Limited shares, the Annual Report is forwarded to them at the request of their CPF Approved Nominees and is sent FOR INFORMATION ONLY.
2. This Proxy Form is not valid for use by CPF investors and shall be ineffective for all intents and purposes if used or purported to be used by them.

PROXY FORM

*I/We ______________________________ (Name), *NRIC/Passport No. ______________

of ____ (Address)
being *a member/members of ValueMax Group Limited (the "Company"), hereby appoint

Name	Address	NRIC/Passport No.	Proportion of shareholdings to be represented by proxy (%)

*and/or

as *my/our *proxy/proxies to vote for *me/us on *my/our behalf and, if necessary, to demand a poll, at the Annual General Meeting of the Company to be held at YWCA Fort Canning, Peace Room, Level 3, 6 Fort Canning Road, Singapore 179494 on 22 April 2025 at 10.00 a.m. and at any adjournment thereof.

*I/we direct *my/our *proxy/proxies to vote for or against or abstain from voting the Ordinary Resolutions to be proposed at the Annual General Meeting as indicated with an "X" 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.

No.	Ordinary Resolutions	For	Against	Abstain
1.	To receive and consider the Audited Financial Statements of the Company for the financial year ended 31 December 2024 and the Directors' Statement and Auditors' Report thereon.			
2.	To declare a first and final one-tier tax exempt dividend of 2.68 cents per share for the financial year ended 31 December 2024.			
3.	To approve the Directors' fees of S$185,000/- for the financial year ended 31 December 2024.			
4.	To re-elect Mr Neo Poh Kiat as a Director pursuant to Article 98 of the Company's Constitution.			
5.	To re-elect Mr. Tan Soon Liang a Director pursuant to Article 98 of the Company's Constitution.			
6.	To re-elect Ms. Yeah Lee Ching a Director pursuant to Article 98 of the Company's Constitution.			
7.	To re-appoint Messrs. Ernst & Young LLP as auditors of the Company and to authorise the Directors to fix their remuneration.			
8.	To authorise Directors to issue shares pursuant to Section 161 of the Companies Act 1967.			
9.	To approve the proposed Renewal of General mandate for Interested Person Transactions.			

Dated this __________ day of ____________________ 2025

Total Number of Shares Held

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

** Delete accordingly*

IMPORTANT. Please read notes overleaf

Notes:–

1. (a) 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 his shareholding concerned to be represented by each proxy shall be specified in the form of proxy. If no proportion is specified, the Company shall be entitled to treat the first named proxy as representing the entire shareholding and any second named proxy as an alternate to the first named or at the Company's option to treat this Proxy Form as invalid.

   (b) 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 and class 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.
2. A proxy need not be a member of the Company.
3. Where a member of the Company appoints two proxies, he shall specify the proportion of his shareholding (expressed as a percentage of the whole) to be represented by each such proxy.
4. The instrument appointing a proxy or proxies must be under the hand of the appointer or his attorney duly authorised in writing. Where the instrument appointing a proxy or proxies is executed by a corporation, it must be executed under its common seal or under the hand of its attorney or duly authorised officer.
5. 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 Annual General Meeting, in accordance with its Articles of Association and Section 179 of the Companies Act 1967 of Singapore.
6. The instrument appointing proxy or proxies, together with the power of attorney or other authority (if any) under which it is signed, or notarially certified copy thereof, must be submitted to the Company in the following matter:

   (a) if submitted by post, be lodged at the registered office of the Company's Share Registrar, Tricor Barbinder Share Registration Services, at 9 Raffles Place, #26-01 Republic Plaza, Singapore 048619; or

   (b) if submitted electronically, be submitted via email to the Company's Share Registrar at proxy2025@valuemax.com.sg,

   not later than 72 hours before the time set for the Annual General Meeting.

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AFFIX
STAMP

The Company Secretary
VALUEMAX GROUP LIMITED
c/o Tricor Barbinder Share Registration Services
9 Raffles Place #26-01 Republic Plaza
Singapore 048619

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7. A member should insert the total number of shares held. If the member has shares entered against his name in the Depository Register (as defined in Section 130A of the Companies Act 1967 of Singapore), he should insert that number of shares. If the member has shares registered in his name in the Register of Members of the Company, he should insert the number of shares. If the member has shares entered against his 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, this form of proxy will be deemed to relate to all the shares held by the member of the Company.
8. The Company shall be entitled to reject the instrument appointing a proxy or proxies if it is incomplete, improperly completed or illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the instrument appointing a proxy or proxies. In addition, in the case of members of the Company whose shares are entered against their names in the Depository Register, the Company may reject any instrument appointing a proxy or proxies lodged if such members are not shown to have shares entered against their names in the Depository Register 72 hours before the time appointed for holding the Annual General Meeting as certified by The Central Depository (Pte) Limited to the Company.
9. A Depositor shall not be regarded as a member of the Company entitled to attend the Annual General Meeting and to speak and vote thereat unless his name appears on the Depository Register 72 hours before the time set for the Annual General Meeting.
10. An investor who buys shares using CPF monies ("CPF Investor") and/or SRS monies ("SRS Investor") (as may be applicable) may attend and cast his vote(s) at the Meeting in person. CPF and SRS Investors who are unable to attend the Meeting but would like to vote, may inform their CPF and/or SRS Approved Nominees to appoint the Chairman of the Meeting to act as their proxy, in which case, the CPF and SRS Investors shall be precluded from attending the Meeting.

PERSONAL DATA PRIVACY

By submitting an instrument appointing a proxy(ies) and/or representative(s), the member accepts and agrees to the personal data privacy terms set out in the Notice of Annual General Meeting dated 1 April 2025.

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VALUEMAX GROUP LIMITED

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www.valuemax.com.sg

Store Locations