



Pacific  
Radiance



**NAVIGATING  
RESILIENCE**  
STRENGTHENING  
OUR CORE

ANNUAL  
REPORT

**20  
24**

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# CORPORATE PROFILE

Pacific Radiance Ltd. ("PRL" or the "Company") is a leading integrated offshore and marine service provider, delivering a wide range of solutions tailored to the evolving industry needs. Established in 2006, the Company has grown into a trusted name in the offshore and marine sectors. In 2013, PRL achieved a significant milestone by being listed on the mainboard of the Singapore Exchange, reinforcing its commitment to transparency, corporate governance, and sustainable growth.

## Integrated Offshore and Marine Services

The Company, along with its subsidiaries (collectively referred to as the "Group"), offers a comprehensive suite of offshore and marine services designed to support the offshore oil and gas, as well as the offshore wind industries. These services include:

- **Vessel Chartering:** Providing high-quality offshore support vessels (OSVs) equipped to operate in diverse and challenging environments.
- **Ship Management:** Ensuring safe, efficient, and cost-effective vessel operations through technical and crew management services.
- **Ship Agency Services:** Facilitating port clearances, logistics support, and vessel provisioning for seamless operations.
- **Project Management Services:** Delivering turnkey solutions for offshore energy projects, including logistics coordination and operational execution.

In addition, the Group operates a shipyard equipped with facilities to provide:

- **Ship Repair and Maintenance Services:** Ensuring optimal vessel performance and compliance with industry standards.
- **Fabrication and Conversion:** Customizing vessels for specialized applications, including modifications and upgrades to meet operational requirements across different maritime sectors.

## Global Presence and Market Reach

Headquartered in Singapore, PRL has expanded its operational footprint beyond Asia, establishing presence in key markets such as the Middle East, Latin America, Australia, and Africa. The Group's extensive regional network and long-standing partnerships allow it to navigate complex regulatory landscapes, particularly in markets with cabotage restrictions – where foreign vessels face limitations on operations.

By leveraging its experience, technical expertise, and strategic alliances, PRL continues to drive innovation, enhance operational efficiency, and create value for its stakeholders across the offshore energy and marine sectors.









***EMBRACING***  
***CHANGE***

***DRIVING***  
***GROWTH***



# CHAIRMAN'S STATEMENT

## DEAR SHAREHOLDERS

The global landscape was shaped by significant geopolitical shifts and evolving economic conditions in 2024. On the geopolitical front, the US-China competition continued with trade, technology, and security disputes. The EU focused on strengthening economic resilience amidst the ongoing Ukraine-Russia war and aimed to reduce its dependence on Russian energy. Tensions from the Israel-Gaza conflict persisted, adding uncertainty to the Middle East and posing risks of oil supply disruptions. Meanwhile, developing economies are aiming to gain influence through expanded trade partnerships and currency diversification, challenging the traditional Western financial order.

Despite these developments, the global economy showed resilience with global GDP growth of about 2.6% in 2024. This stability contributed to maintaining Brent crude oil prices at between USD70 to USD90 per barrel in the same period. In parallel, the offshore wind industry experienced notable growth with about 9% expansion in active capacity in 2024. This was driven by investments from governments and corporates aiming to enhance energy security and meet sustainability targets, particularly in Europe and Asia. Consequently, offshore support vessels saw increased utilisation and higher charter rates as compared to previous years.

## EMBRACING CHANGE, DRIVING GROWTH

In light of these macroeconomic conditions, the Group successfully built upon the momentum from the prior year and delivered an encouraging performance marked by improvements in revenue growth, cost efficiency, and profitability in 2024.

For FY2024, the Group's revenue increased by 40% to US\$43.8 million, driven by growth in ship management and ship repair activities. The decision to acquire new vessels and commence ship agency services yielded positive results, contributing to revenue generation in FY2024. Net profit after tax rose by 78% to US\$25.9 million, mainly due to non-recurring items. The Group's EBITDA was US\$6.9 million after adjusting for non-recurring items.

## CHAIRMAN'S STATEMENT

As we look to the year ahead, we are cautiously optimistic about the growth potential in both the oil and gas and offshore wind sectors. The demand for offshore support vessels in the oil and gas sector is anticipated to continue outstripping available supply, creating a favourable market for offshore service providers. At the same time, the offshore wind sector is becoming increasingly important to energy transition as the world shifts towards more sustainable energy solutions, presenting new opportunities for offshore service providers that are diversifying their services across both sectors. In this regard, the Group has initiated the construction of new crew transfer vessels in FY2024 to meet the rising demand in the offshore wind sector, a move expected to generate an additional revenue stream in the year ahead.

With our deep expertise and extensive experience in offshore operations, we are uniquely positioned to capitalize on opportunities in both sectors. Our strong client base and well-established supplier relationships further bolster our ability to navigate these evolving markets. By continuously enhancing our resources and refining operational efficiencies, we remain committed to staying adaptable and aligning our capabilities with changing market dynamics, positioning ourselves to capture strategic opportunities for growth and long-term success in both sectors.

### **GROWING RESPONSIBLY, THRIVING SUSTAINABLY**

We recognize that sustainable growth must go hand in hand with environmental responsibility. As we expand our operations, we are committed to minimise our environmental impact and integrate Environmental, Social, and Governance (ESG) principles into our business strategy and operations. Our approach prioritizes energy efficiency,

resource conservation, and adoption of cleaner energy sources to drive responsible development.

In 2025, we will integrate solar energy into our energy consumption, taking a further step towards sustainable practices. We are constantly working to improve energy efficiency and reducing and recycling waste in our operations. Our commitment extends to collaborating with stakeholders to implement more environmentally friendly initiatives across our supply chain. Through these efforts, we strive to balance business growth with environmental stewardship, ensuring that our operations contribute to a more sustainable future.

### **IN APPRECIATION**

As we move forward with a refreshed Board, I would like to acknowledge the incoming members, whose fresh perspectives and expertise will be vital in refining our strategic direction. Their contributions will help guide us as we adapt to the evolving landscape and pursue new avenues for growth.

On behalf of the entire Board, I would like to express our deepest appreciation to the Group's management and staff. Their dedication, hard work, and unwavering commitment have been the cornerstone of our resilience and progress. It is through their adaptability and forward-thinking mindset that we have successfully navigated the challenges of the past years and embraced new opportunities to diversify our earnings base and position us for stronger growth.

I would also like to thank our shareholders and business partners for their steadfast support and trust. I am confident that together, we are well-positioned to continue our journey towards achieving our strategic goals.

## BOARD OF DIRECTORS & EXECUTIVE OFFICERS

### MR. PANG YOKE MIN

*Executive Chairman*

Mr. Pang Yoke Min was the Group's Non-Executive Director from January 2007 to December 2011 and its principal adviser in 2012. In January 2013, he was appointed the Group's Executive Chairman and served as Director of the Company. He was last re-elected as Director of the Company on 30 April 2024. Currently, Mr. Pang is responsible for the overall strategic direction of the Group and has also assumed the duties of Chief Executive Officer of the Group since 9 January 2025. A veteran of the offshore oil and gas industry with more than 30 years of experience, Mr. Pang has transformed the Group into a key offshore and marine service provider.

Prior to joining the Group, Mr. Pang co-founded Jaya Holdings Limited in 1981 and was its Managing Director until 2006. Additionally, he was formerly a Non-Independent and Non-Executive Director of GYP Properties Limited (formerly known as Global Yellow Pages Limited). At GYP Properties Limited, he was also a member of the nominating, audit and remuneration committees.

Mr. Pang graduated with a Diploma in Business Administration from the Institute of Business Administration in Australia.

### MR. PANG WEI MENG

*Executive Director  
Chief Commercial Officer*

Mr. Pang Wei Meng began his career with the Group and played a key role in the Group's formative years, during which his responsibilities included marketing, business development and finance. He was appointed the Group's Executive Director in November 2006 and was last re-elected as Director of the Company on 30 April 2024. On 1 January 2020, he was appointed Acting Chief Commercial Officer where he led the Offshore Support Services and Subsea divisions of the Group and had primary responsibilities for chartering and day-to-day

operations. Since 1 April 2023, he has been the Group's Chief Commercial Officer overseeing client acquisition and retention in ship management and chartering, as well as procurement activities.

Mr. Pang graduated with a Diploma in Mechanical Engineering from Singapore Polytechnic and a Bachelor of Commerce in Finance and Accounting from the University of New South Wales, Australia.

### MR. LUM WAI MENG

*Lead Independent Director*

Mr. Lum was appointed Independent Director of the Company on 30 April 2024.

Mr. Lum currently serves as the Chief Executive Office of Rajah & Tann Technologies Pte. Ltd.. He brings over 26 years of experience in operations and management, including 17 years in the technology sector and 6 years in the engineering sector. He led efforts in cyber security, digital forensics, digital risk management, digital transformation, mergers and acquisitions, corporate planning, operations, and international business expansion across various sectors, such as technology, built environment, real estate, retail, distribution as well as logistics and fulfilment. Prior to joining Rajah & Tann Technologies Pte. Ltd., Mr. Lum held various management roles in private and publicly

listed companies, corporate finance advisory firms, and government related organisations.

Mr. Lum is a Senior Member of the Institution of Engineers Singapore and a Senior Accredited Director with the Singapore Institute of Directors. He is also a Fellow Chartered Accountant of the Institute of Singapore Chartered Accountants and a Chartered Accountant with Institute of Chartered Accountants in England and Wales. He holds a Master of Business Administration from Nanyang Technological University, Singapore, a Master of Science in Applied Finance from Singapore Management University, and a Bachelor of Engineering (Honours) from the National University of Singapore.



## BOARD OF DIRECTORS & EXECUTIVE OFFICERS

### MR. LIM KEE WAY, IRWIN

*Independent Director*

Mr. Lim was appointed Independent Director of the Company on 30 April 2024.

Mr. Lim brings extensive financial and investment expertise to the board. He currently serves as Chief Investment Officer of Capital Asia Investments, a multi-family office, and as Managing Director of Inflexion Ventures Private Ltd., a business advisory and investment firm. Previously, he served as Operating Partner and Chief Financial Officer of Novo Tellus Private Equity, where he focused on investments in mid-market technology and industrial companies within the Indo-Pacific region. Additionally, he was Chief Financial Officer at Novo Tellus Alpha Acquisition, a Special Purpose Acquisition Company (SPAC) listed on the Singapore Exchange.

Demonstrating his commitment to corporate governance, Mr. Lim currently serves as Non-Executive Independent

Chairman and Nominating Committee Chairman of GS Holdings Limited, as well as Independent Director and Nominating Committee Chairman of LHT Holdings Limited. His prior board experience includes serving as Independent Director and Remuneration Committee Chairman of Metech International Limited, Lead Independent Director and Audit Committee Chairman of MS Holdings Limited, and Lead Independent Director and Audit Committee Chairman of Lifebrandz Limited.

Mr. Lim holds a Master of Science in Management from the Imperial College of Science, Technology and Medicine, University of London, and a Bachelor of Science in Industrial Engineering from Columbia University in the City of New York.

### MR. ARIS SUNARKO

*Independent Director*

Mr. Sunarko was appointed Independent Director of the Company on 30 April 2024.

Mr. Sunarko brings with him extensive knowledge of the Indonesian market. He has been a board member of Samko Timber Ltd, a leading Indonesian timber processing company listed on the Singapore Exchange, since December 2005, and was appointed its Chief Executive Officer at the time of its listing in 2008. He stepped down as Chief Executive Officer in January 2016, subsequently serving as Executive Chairman from June 2016 to April 2017.

Mr. Sunarko possess significant experience in the timber industry. Early in his career, he held senior management

positions in PT Panca Usaha Palopo Plywood and led the company's initial foray into laminated veneer lumber production in 1989. He has also served as President Commissioner of PT Haskojaya Abadi, PT Putra Sumber Kimindo and PT Pelayaran Nelly Dwi Putri as well as President Director of PT Sumber Graha Sejahter. Presently, he holds directorship at Noah Shipping Pte Ltd, First Fortuna Pte Ltd and Hasan Holdings Pte Ltd.

Mr. Sunarko graduated with a Bachelor of Science in Business Administration from University of Southern California.

## BOARD OF DIRECTORS & EXECUTIVE OFFICERS

### MR. PANG WEI KUAN, JAMES

*Chief Executive Officer (1 April 2023 – 8 January 2025)*

*Chief Strategy and Business Development Officer (9 January 2025 – Present)*

Mr. Pang Wei Kuan, James joined the Group in July 2011 and was responsible for leading the Group's business development activities and establishing ventures in foreign markets. He was appointed Acting Chief Executive Officer on 1 January 2020 and promoted to Chief Executive Officer on 1 April 2023. As Chief Executive Officer, he was responsible for developing and implementing the Group's strategy and vision as well as providing overall leadership and direction to the Group. He continued to oversee business development activities and joint venture activities in Indonesia, Latin America, the Middle East and Taiwan. He also led the Group's restructuring and digitalisation efforts.

On 9 January 2025, Mr. Pang was re-designated as Chief Strategy and Business Development Officer of the Group, focusing on long-term strategy and new business opportunities to further expand the markets and business segments of the Group.

Mr. Pang holds a Bachelor of Arts in Economics (summa cum laude) and a Bachelor of Science in Business Administration, Major in Finance (summa cum laude) from Boston University in the United States of America.

### MS. CHIA IRIS

*Chief Financial Officer*

Ms. Chia Iris joined Pacific Radiance in 2017 as the Chief Financial Officer. She oversees the Group's finance, taxation, corporate finance, treasury, legal, information technology and regulatory compliance matters.

With over 20 years of banking and corporate finance experience at DBS Bank, Standard Chartered Bank, Natixis and KPMG Corporate Finance, Ms. Chia has managed numerous financing and capital markets transactions and advisory services across various sectors, including

transportation, telecommunications, technology, real estate, retail and more. She also led teams for large local, regional and multinational corporates.

Ms. Chia holds a Master of Science (Applied Finance) from the National University of Singapore and a Bachelor of Accountancy from the Nanyang Technological University. Additionally, she has completed the Chartered Financial Analyst Program.

### MR. LAU BOON HWEI

*Chief Operating Officer*

Mr. Lau joined the Group in 2008. He held various senior management roles and oversaw newbuilding projects of the Group. He was appointed the Group's Executive Director on 28 October 2013 and was instrumental in the development and construction of the Group's shipyard that successfully commenced operations in August 2016. On 27 April 2023, Mr Lau retired from the position of Executive Director and was appointed Chief Operating Officer to oversee the operations of ship management services, in addition to his responsibilities for shipyard operations and newbuilding projects of the Group.

Mr Lau is a veteran in the offshore marine industry with over 30 years of experience. Prior to joining the Group, he worked in various Singapore shipyards, including Asian Shipbuilding Industries Pte. Ltd. and Jaya Shipbuilding & Engineering Pte. Ltd., where he gained expertise in shipbuilding and ship repair operations.

Mr Lau graduated with a Diploma in Offshore and Shipbuilding from Ngee Ann Polytechnic.

# CORPORATE INFORMATION

## BOARD OF DIRECTORS

**Mr. Pang Yoke Min**  
Executive Chairman

**Mr. Pang Wei Meng**  
Executive Director

**Mr. Lum Wai Meng**  
Lead Independent Director

**Mr. Lim Kee Way, Irwin**  
Independent Director

**Mr. Aris Sunarko**  
Independent Director

## AUDIT AND SUSTAINABILITY COMMITTEE

Mr. Lim Kee Way, Irwin, Chairman  
Mr. Lum Wai Meng  
Mr. Aris Sunarko

## REMUNERATION COMMITTEE

Mr. Aris Sunarko, Chairman  
Mr. Lim Kee Way, Irwin  
Mr. Lum Wai Meng

## NOMINATING COMMITTEE

Mr. Lum Wai Meng, Chairman  
Mr. Aris Sunarko  
Mr. Pang Wei Meng

## JOINT COMPANY SECRETARIES

Ms. Lin Moi Heyang, ACIS  
Ms. Tang Pei Chan, ACIS

## REGISTERED OFFICE

15 Pandan Road  
Singapore 609263  
Tel +65 6238 8881  
www.pacificradiance.com

## SHARE REGISTRAR AND SHARE TRANSFER OFFICE

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

## AUDITORS AND REPORTING AUDITORS

**PKF-CAP LLP**  
6 Shenton Way  
OUE Downtown 1  
#38-01 Singapore 068809  
Appointed since financial year ended 2023 ("FY2023")

Partner-in-Charge:  
Mr Chew Wei Jim  
Chartered Accountant  
a member of the Institute of Singapore  
Chartered Accountants  
Appointed since FY2024

## PRINCIPAL BANKER

**Citibank N.A., Singapore Branch**  
5 Changi Business Park Crescent, Level 5  
Singapore 486027

# FINANCIAL & OPERATIONS REVIEW



FY2024 was a year of continued growth, with the Group solidifying its role in ship management services and launching new strategic initiatives, while focusing on operational excellence, safety, and expanding service offerings for clients.

## FINANCIAL REVIEW

### *Revenue and Profitability*

The Group's total revenue from operations for FY2024 reached US\$43.8 million, reflecting an increase of US\$12.4 million or 40% compared to the same period in FY2023. The growth was primarily driven by higher ship repair and ship management revenue, alongside new revenue generated from ship agency services and vessels acquired in late FY2023 and early FY2024. Gross profit from operations rose by US\$1.8 million or 14%, reaching US\$14.3 million in FY2024, though gross margin declined to 33%, down from 40% in FY2023.

Other operating income for FY2024 increased to US\$24.0 million, representing an uplift of US\$7.2 million or 43% over FY2023. The rise was predominantly due to non-recurring items in relation to gain on debt forgiveness of bank loan,

write-back of investment in an associate, and gain on the recognition of deferred gain on sale of vessels. These were partially offset by the absence of write-back of doubtful receivables and impairment of property, plant and equipment.

General and administrative expenses for FY2024 stood at US\$13.6 million, marking an increase of US\$1.1 million or 9% compared to FY2023. These expenses comprised mainly staff costs, property tax and property related expenses, and general corporate expenses. The uptick was largely attributed to higher staff costs and property tax, indicative of overall inflationary pressure on wages and business costs. The increase was mitigated by cost rationalisation efforts that reduced general corporate expenses.



# FINANCIAL & OPERATIONS REVIEW

Other operating expenses for FY2024 increased by US\$0.6 million or 77% to US\$1.4 million, mainly due to fair value loss arising from derivative warrant liabilities. Finance costs for operations for FY2024 fell by US\$0.6 million or 58% to US\$0.4 million due to repayment of bank loans. The share of results of associates and joint ventures increased to US\$1.2 million in FY2024 and was related to associate, PT Logindo Samudramakmur Tbk. and joint venture, Mainprize Asia Ventures Pte Ltd.

As a result, net profit after tax rose by 78% to US\$25.9 million. The Group's EBITDA after adjusting for non-recurring items amounted to US\$6.9 million.

### Segmental Performance

Ship repair revenue increased 34% to US\$18.5 million due to higher number of ship repair jobs completed. Net profit before tax increased to US\$12.8 million from US\$0.3 million, due partly to non-recurring gain on debt forgiveness of bank loan and write-back of doubtful receivables.

Ship management revenue grew 44% to US\$25.3 million, driven by higher ship management revenue as well as new ship agency revenue and new chartering revenue from vessels acquired. However, net profit before tax declined to US\$11.4 million from US\$15.2 million, mainly due to operating costs incurred for charter-specific modifications without corresponding full charter hire in the second half for FY2024, alongside the absence of write-back of doubtful receivables and impairment of property, plant and equipment that offset the write-back of investment in associate and gain on the recognition of deferred gain on sale of vessels.

## OPERATIONS REVIEW

In FY2024, the Group continued to build on the momentum gained in ship management, further strengthening its position as a trusted partner to third-party vessel owners. This fuelled continued performance improvements while enhancing operational efficiencies. Safety, cost-efficiency, and reliability remained the core pillars of the Group's ship management services.

As the offshore and marine sectors grow increasingly complex, the Group remained steadfast in ensuring operational safety. This was achieved through the implementation of robust safety management systems and strict adherence to international regulations. Additionally, the Group prioritised crew training to ensure proficiency and readiness, equipping seafarers with the skills required to meet industry standards and regulatory requirements.

To reinforce its commitment to delivering seamless and efficient ship management solutions, the Group leveraged

its shipyard capabilities to provide third-party vessel owners with repair and maintenance services, ensuring vessel reliability and minimizing downtime.

Further supporting its ship management clients, the Group expanded its service portfolio to include ship agency services that enhance convenience and efficiency across the full spectrum of ship management – from port operations to broader logistical support. This expansion further solidifies the Group's position as a comprehensive service provider in the offshore and marine sectors.

Capitalizing on the strong market for offshore support vessels ("OSV") in the oil and gas sector, the Group pursued vessel acquisitions that generated favourable results. This strategy reflects the Group's proactive approach in seizing market opportunities and reinforcing its competitive advantage in the sector. Additionally, the Group commenced the construction of crew transfer vessels ("CTV") during the year. These vessels will support the growing demands of the offshore wind sector, providing critical transportation services to offshore wind farms. This initiative marks a strategic step in the Group's diversification and underscores its commitment to supporting the renewable energy industry.

## OUTLOOK AND STRATEGY

The outlook for FY2025 is shrouded in uncertainties as trade tensions between the US and several other countries and the ongoing regional conflicts in Europe and the Middle East continue to unfold, alongside broader global trade and supply chain realignments. While there is a general trend toward easing inflation and interest rates, the extent and pace of these changes will largely depend on the evolving geopolitical landscape and shifting trade dynamics.

Barring further geopolitical and macroeconomic disruptions, the market for OSV and related services in the oil and gas sector is expected to remain supported by supply constraints. The Group will actively explore opportunities to expand its OSV fleet and service offering to enhance profitability. Meanwhile, demand for CTV and support services from the offshore wind sector is anticipated to grow in tandem with the global push for renewable energy. To capitalise on this momentum, the Group plans to accelerate investments in CTV and support services, strengthening its foothold in this expanding industry.

In the year ahead, the Group will continue to execute a multi-pronged growth strategy and leverage on opportunities across its key business segments to enhance its competitive advantage and drive sustainable growth. Additionally, it will further advance its digitalisation efforts to support its growth initiatives.

***GROWING***  
*RESPONSIBLY*  
***THRIVING***  
*SUSTAINABLY*







# CORPORATE GOVERNANCE REPORT

Pacific Radiance Ltd. ("PRL" or the "Company") and its subsidiaries (the "Group") are committed to maintaining a high standard of corporate governance to ensure greater transparency, to protect shareholders' interests and enhance shareholders' value.

The Group adopts practices based on the Code of Corporate Governance 2018 (the "Code") issued on 6 August 2018. This report describes the Group's corporate governance practices that were in place throughout the financial year ended 31 December 2024 ("FY2024"), with specific reference made to the principles and provisions as set out in the Code and Mainboard listing manual of Singapore Exchange Securities Trading Limited (the "Listing Manual"), where applicable.

While it is always the objective of the Group to ensure all the provisions in the Code are followed strictly, there may be situations and reasons where compliance with the provisions of the Code may not be feasible or meaningful for the Group. In this regard, if there are areas where current practices deviate from the Code, appropriate explanations are provided accordingly.

## (A) BOARD MATTERS

### The Board's Conduct of Its Affairs

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

The primary function of the Board of Directors of PRL (the "Board") is to provide effective leadership and direction and work with the management of PRL (the "Management") to enhance the long-term value of the Group for its shareholders and other stakeholders.

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

The Board has the overall responsibility for reviewing the strategic plans and performance objectives, financial plans and performance reviews, key operational initiatives, major funding and investment proposals and corporate governance practices.

In general, the principal duties of the Board include:

- setting and reviewing the Group's strategic objectives, and ensuring that the necessary financial and human resources are in place for the Group to meet these objectives;
- establishing and maintaining a framework for the oversight of adequacy and effectiveness of internal control, risk management, financial reporting, and compliance;
- reviewing the performance of senior management;
- reviewing the Group's values and standards (including ethical standards) and ensuring that obligations to shareholders and other stakeholders are understood and met; and
- considering sustainability issues, e.g., environmental and social factors, as part of the strategic formulation.



# CORPORATE GOVERNANCE REPORT

Directors are required to promptly disclose any conflict or potential conflict of interest, whether directly or indirectly, in relation to any matters, transactions or proposed transactions with the Group as soon as practicable after the relevant facts have come to their knowledge. Any Director who has a conflict of interest which is likely to impact his independence or conflict with a subject under discussion by the Board is required to immediately declare his interest to the Board and recuse himself from participating in any discussion and voting on the subject matter.

Directors are constantly kept abreast of developments in the business including changes to laws and regulations, corporate governance, financial reporting standards and industry-related matters that are of relevance to the Group through participation in the relevant training courses, seminars, and workshops conducted by the Management and professional advisors. The Company is responsible for arranging and funding the training of directors, where required.

The Executive Chairman, CEO and senior management executives provide briefings to new directors to familiarise them with the Group's business and governance practices to enable them to assimilate into their new roles in the Board. Through the briefing sessions, new directors can get acquainted with the senior management executives, thereby facilitating board interaction and independent access to senior management executives.

In addition to the above, the external and internal auditors of the Group regularly brief the audit and sustainability committee members at their meetings on developments in accounting and governance standards, cybersecurity matters and changes in code of corporate governance and listing rules. The CEO and senior management executives also update the Board at board meetings on the industry and the Group's strategic and business developments, whenever necessary.

Matters specifically reserved for the Board's approval are key matters such as appointment of directors, appointment of key management personnel, group policies, annual budgets, major acquisitions and disposal of assets not in the ordinary course of business, major corporate or financing exercise, including share issuance, declaration or recommendation of dividends, as well as interested person transactions. Clear directions have been given to the Management that such matters must be approved by the Board. Apart from the reserved matters as stated above, the Board also approves transactions exceeding certain threshold limits, while delegating authority for transactions below those limits to the Management to optimise operational efficiency.

While key matters relating to the Group's strategic objectives and policies require the Board's direction and approval, the management executive committee comprising key management personnel and senior management executives is responsible for overseeing the day-to-day management of the business operations of the Group and implementing the strategies objectives and policies approved by the Board.

The Board has delegated certain functions to various board committees, namely the audit and sustainability committee ("ASC"), nominating committee ("NC"), and remuneration committee ("RC") (collectively, the "Board Committees"). The Board Committees are constituted with clear written terms of reference setting out their compositions, authorities and duties. While the Board Committees have the authority to examine and may approve certain matters, the Board Committees generally report to the Board with their recommendations for the Board's decisions.

Besides the scheduled Board meetings, the Directors and/or Independent Directors also meet on an ad-hoc basis as and when necessary or warranted by circumstances. Participation by telephone and video conference at Board and Board Committees meetings are allowed under the Constitution of the Company. The Board and Board Committees also make decisions by way of written circularised resolutions.

# CORPORATE GOVERNANCE REPORT

The Directors' attendance at the Board, the Board Committees and general meetings of the Company held in FY2024 is as below:

	Board Meeting	ASC Meeting	NC Meeting	RC Meeting	General Meeting
<b>No of meetings held</b>	4	5	2	1	1
<b>Name of Directors/Executive Officers</b>					
Pang Yoke Min	4			1	1
Pang Wei Meng	4		2		1
Yong Yin Min*	1	2	2	1	1
Ng Tiong Gee*	1	2	2	1	1
Goh Chong Theng*	1	2		1	1
Aris Sunarko <sup>#</sup>	3	3	–	–	1
Lim Kee Way Irwin <sup>#</sup>	3	3	–	–	1
Lum Wai Meng <sup>#</sup>	3	3	–	–	1

\* Retired on 30 April 2024

# Appointed on 30 April 2024

The NC assessed each Director's contribution and devotion of time and attention to the Company's affairs, having regard to his attendance at the meetings of the Board and Board Committees, directorship in other listed companies, principle commitments, is of the view that the number of directorships in listed companies and principle commitments are not significant and there were sufficient time and attention to the Company's affairs given by each Director during the course of FY2024.

Each Director's listed company board directorships and principal commitments can be found in the Board of Directors Profile section of the Annual Report.

The Management recognises the importance of ensuring the flow of information to the Directors on an ongoing basis to enable them to make informed decisions and to discharge their duties and responsibilities. All Board and Board Committees papers are distributed to Directors in advance to allow enough time for Directors to prepare for the meetings.

The Management's proposals to the Board for approval provide background and explanatory information such as facts, resources needed, risk analysis and mitigation strategies, financial impact, regulatory implications, expected outcomes, conclusions and recommendations.

The Board always has separate and independent access to the Management through electronic mail, telephone and face-to-face meetings and may request for any additional information needed at any time to enable them to make informed decisions. Key management personnel, the Company's auditors and external consultants are invited to attend Board and Board Committees meetings to update and provide independent professional advice on specific issues, if required.

Should Directors, whether as a group or individually, require professional advice, the Group, upon direction by the Board, shall appoint a professional advisor, selected by the Group and approved by the Chairman, to render the advice. The cost of such service shall be borne by the Group.

# CORPORATE GOVERNANCE REPORT

The Company Secretary's responsibilities include among other things, assisting in ensuring that Board procedures are observed and that the Company's Constitution, relevant rules and regulations, including requirements of the Securities and Futures Act, Companies Act and Listing Manual, are complied with.

The Company Secretary and/or her representative attend and prepare minutes for Board and Board Committees meetings. The Company Secretary assists the Chairman of the Board, the Chairman of the Board Committees and the Management in the development of the agendas for their meetings. The appointment and the removal of the Company Secretary are subject to the Board's approval.

## Board Composition and Guidance

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

The NC is tasked to determine on an annual basis and as and when the circumstances require whether or not a director is independent in conduct, character and judgement, and has any relationship with the company, its related corporations, its substantial shareholders or its officers that could interfere, or be reasonably perceived to interfere, with the exercise of the director's independent business judgement in the best interests of the Company.

For the purpose of determining each Independent Director's independence, every Independent Director has provided a declaration on their independence for acting as a director of the Company based on the requirements under the Code and deliberated upon by the NC and the Board.

The NC assessed the independence of each of the Directors in FY2024. After having considered the declarations made by Mr Aris Sunarko, Mr Lum Wai Meng and Mr Lim Kee Way Irwin and considering the criteria of independence set out under the Code, determined that the named Directors are independent.

The Group recognises that board diversity is an essential element contributing to its sustainable development and strategic success. The Group believes that board diversity augments decision-making and a diverse board is more effective in dealing with external change to the macro environment and internal organisational changes, and less likely to suffer from groupthink.

The Group has in place a Board Diversity Policy, which endorses the principle that its Board should have a balance of skill, knowledge, experience and diversity, such as age and gender, appropriate to the Group's business to promote the inclusion of different perspectives and ideas.

The NC reviewed the composition of the Board and the Board Committees during the course of FY2024 and is of the view the Board and Board Committees are of an appropriate size and comprise directors with appropriate balance and mix of skills, knowledge and experience. The NC is satisfied that the three Independent Directors bring expertise and experience in key markets of the Group and areas of finance, corporate finance, technology and digitalization that are important to the growth of the Group. Two of the three Independent Directors are in their 50s and this has improved the age diversity of the Board. The NC recognises the need to enhance gender diversity of the Board. Accordingly, one of the objectives of the NC is to seek and propose potential female candidates for the role of director, who would expand the skill repertoire of the Board, within the next two years.

The Independent Directors, led by Mr Lum Wai Meng, the Lead Independent Director of the Company, met regularly outside the Company without the presence of the Management on an informal basis during the course of FY2024, to discuss matters which require their additional attention. The Lead Independent Director provides feedback to the Chairman of the Board where appropriate.

# CORPORATE GOVERNANCE REPORT

## Chairman and Chief Executive Officer

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

The Board is chaired by Mr Pang Yoke Min, Executive Chairman of the Company while Mr Pang Wei Kuan, James was appointed as CEO of the Company with effect from 1 April 2023.

On 9 January 2025, Mr. Pang Wei Kuan, James, was re-designated as Chief Strategy and Business Development Officer of the Group, focusing on long-term strategy and new business opportunities to further expand the Group's markets and business segments. From that date, Mr. Pang Yoke Min assumed the responsibilities of CEO.

The leadership of the Board and Management remains distinct, with the Board comprising a majority of Independent Directors who lead its Board Committees. This governance structure ensures that no individual holds unfettered decision-making authority at both the Board and Management levels.

The Executive Chairman is responsible for:

- leading the Board to ensure its effectiveness;
- managing the Board's business, including supervising the work of the Board Committees;
- setting the Board agenda and ensuring the information flow and timing are adequate for discussion of all set agenda items, in particular strategic issues;
- setting the tone of the Board discussion to promote open and frank debate and effective decision-making;
- facilitating the effective contribution of Non-Executive Directors;
- ensuring effective communication with shareholders; and
- encouraging constructive relations with the Board and between the Board and the Management.

The CEO is responsible for:

- developing the Group's business and operation strategies;
- managing the present businesses of the Group;
- implementing the Board's decisions;
- provide oversight of the commercial, marketing, business development and quality, health, safety, security and environmental functions; and
- managing and overseeing major corporate exercise of the Group.

Given that the Chairman is non-independent, the Board has appointed Mr Lum Wai Meng as the Lead Independent Director of the Company. The Lead Independent Director is available to shareholders where they have concerns and for which contact through the normal channels of communication with the Chairman or the Management are inappropriate or inadequate.



# CORPORATE GOVERNANCE REPORT

## Board Membership

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

The NC comprises the following three members, two of whom are Independent Directors:

- Lum Wai Meng, Lead Independent Director (NC Chairman)
- Aris Sunarko, Independent Director
- Pang Wei Meng, Executive Director

The NC is responsible for:

- nomination and re-nomination of the directors of the Company having regard to their contribution, performance, and ability to commit sufficient time and attention to the affairs of the Group, and taking into account their respective commitments outside the Group;
- determining annually whether or not a director is independent;
- deciding whether or not a director is able to and has been adequately carrying out his/her duties as a director;
- review of board succession plans for directors, and the appointment and/or replacement of the Executive Chairman, the CEO and key management personnel;
- development and implementation of a process and criteria for evaluation of the performance of the Board, its committees and directors;
- formal assessment of the effectiveness of the Board as a whole, Board Committees and individual directors;
- review of training and professional development programs for the Board and its directors;
- review and approval of new employment of persons related to the directors and controlling shareholders and the proposed terms of their employment; and
- appointment and re-appointment of directors (including alternate directors, if any). The Company has no alternate director on its Board.

The NC has put in place a formal process for the selection of new directors to increase transparency of the nomination process in identifying and evaluating nominees for directors.

The NC leads the process as follows:

- the NC evaluates the balance, skills, knowledge, and experience of the existing Board and the requirements of the Group. Considering such evaluation, the NC determines the role and the key attributes that an incoming director should have;
- after endorsement by the Board of the key attributes, the NC taps on the resources of directors' personal contacts for recommendations of the potential candidates and goes through a short-listing process. If candidates identified from this process are not suitable, executive recruitment agencies will be appointed to continue the search process;
- the NC meets with the shortlisted candidate(s) to assess suitability and to ensure that the candidate(s) is/are aware of the expectations and the level of commitment required; and
- the NC recommends the most suitable candidate to the Board for appointment as director.

## CORPORATE GOVERNANCE REPORT

The NC is responsible for re-election of directors. In its deliberations on the re-election of existing Directors, the NC takes into consideration the Director's contribution and performance (including his contribution and performance as an Independent Director, if applicable).

The assessment parameters include attendance record and preparedness at meetings of the Board and Board Committees as well as the quality of input to matters arising and any other special contribution.

All Directors submit themselves for re-nomination and re-election at regular intervals of at least once every three years. Regulation 89 of the Company's Constitution provides that one-third of the Directors for the time being (or, if their number is not a multiple of three, the number nearest to but not less than one third) with a minimum one, shall retire from office by rotation and be subject to re-election at the Company's AGM.

In addition, Regulation 88 of the Company's Constitution provides that a newly appointed director during the financial year must retire and submit himself/herself for re-election at the next AGM following his appointment. Thereafter, he is subject to re-election at least once every three years.

Pursuant to Regulation 89 of the Company's Constitution, Mr Pang Wei Meng and Mr Aris Sunarko will retire as a Director of the Company at the forthcoming AGM. The retiring Directors, whom being eligible, have offered themselves for re-election as a Director of the Company. The Board is satisfied that the retiring Directors are eligible for re-election by virtue of their skills, experience, their contribution of guidance and time to the Board. Each of the retiring Directors has abstained from deciding on his own nomination.

Pursuant to Rule 720(6) of the Listing Manual, the information relating to Director(s) submitting for re-election as set out in Appendix 7.4.1 of the Listing Manual is disclosed below:

Name of Director	Aris Sunarko	Pang Wei Meng
Date of Appointment	30 April 2024	15 November 2006
Date of last re-appointment	Not Applicable	30 April 2024
Age	67	45
Country of principal residence	Singapore	Singapore
The Board's comments on this appointment (including rationale, selection criteria, and the search and nomination process)	The Board of Directors of the Company has considered, among others, the recommendation of the NC and has reviewed and considered the qualification, work experience and suitability of Mr Aris Sunarko for re-appointment as Independent Director of the Company. The Board has reviewed and concluded that Mr Aris Sunarko possess the experience, expertise, knowledge and skills to contribute towards the core competencies of the Board.	The Board of Directors of the Company has considered, among others, the recommendation of the NC and has reviewed and considered the qualification, work experience and suitability of Mr Pang Wei Meng for re-appointment as Executive Director of the Company. The Board has reviewed and concluded that Mr Pang Wei Meng 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	Not Applicable	Executive  Responsible for the commercial and procurement efforts of the Group.

# CORPORATE GOVERNANCE REPORT

Job Title (e.g. Lead ID, AC Chairman, AC Member etc.)	<ul style="list-style-type: none"> <li>Independent Director</li> <li>RC Chairman</li> <li>ASC Member</li> <li>NC Member</li> </ul>	<ul style="list-style-type: none"> <li>Executive Director</li> <li>Chief Commercial Officer</li> </ul>
Professional qualifications	<ul style="list-style-type: none"> <li>Bachelor of Science in Business Administration from the University of Southern California</li> </ul>	<ul style="list-style-type: none"> <li>Bachelor of Commerce in Finance and Accounting</li> <li>Diploma in Mechanical Engineering</li> </ul>
Working experience and occupation(s) during the past 10 years	<p>2016 – Present Director, Hasan Holdings Pte Ltd</p> <p>2009 – Present Director, First Fortuna Pte Ltd</p> <p>1981 – Present Noah Shipping Pte Ltd</p> <p>2016 – 2017 Executive Director/Executive Chairman, Samko Timber Ltd</p> <p>2008 – 2016 Chief Executive Officer, Samko Timber Ltd</p>	<p>2020 – Present Chief Commercial Officer, Pacific Radiance Ltd.</p> <p>2006 – Present Executive Director, Pacific Radiance Ltd.</p> <p>2013 – 2019 Managing Director, Subsea &amp; Project Logistics Division, Pacific Radiance Ltd.</p>
Shareholding interest in the listed issuer and its subsidiaries	5,000 ordinary shares	18,045,940 ordinary shares
Any relationship (including immediate family relationships) with any existing director, existing executive officer, the issuer and/or substantial shareholder of the listed issuer or of any of its principal subsidiaries	No	<p>Yes</p> <p>Son of Mr Pang Yoke Min, Executive Chairman and substantial shareholder of the Company.</p> <p>Brother of Mr Pang Wei Kuan, James, Chief Strategy and Business Development Officer of the Company.</p>
Conflict of interest (including any competing business)	No	No
Other Principal Commitments including Directorships Past (for the last 5 years)	No	<ul style="list-style-type: none"> <li>Pacific Offshore Marine Pte. Ltd. (Liquidated on 20 August 2024)</li> <li>PT Marine Engineering Services (Liquidated on 4 December 2024)</li> </ul>

# CORPORATE GOVERNANCE REPORT

Present	<ul style="list-style-type: none"> <li>• Noah Shipping Pte Ltd</li> <li>• First Fortuna Pte Ltd</li> <li>• Hasan Holdings Pte Ltd</li> </ul>	<ul style="list-style-type: none"> <li>• Alam Radiance (L) Inc.</li> <li>• Alam Radiance (M) Sdn. Bhd.</li> <li>• Allianz Radiance Pte. Ltd.</li> <li>• Alstonia Offshore Pte. Ltd.</li> <li>• AR Offshore Pte. Ltd.</li> <li>• Aztec Offshore Holdings Pte. Ltd.</li> <li>• Continental Radiance Offshore Pvt. Ltd.</li> <li>• Crest Offshore Marine Pte. Ltd.</li> <li>• Crest Subsea International Pte. Ltd.</li> <li>• CrestSA Marine &amp; Offshore Pte. Ltd.</li> <li>• Duta Maritime Alliances Sdn. Bhd.</li> <li>• Navigatis Radiance Pte. Ltd.</li> <li>• Pacific Allianz Holdings Pte. Ltd.</li> <li>• Pacific Crest Pte. Ltd.</li> <li>• Pacific Offshore Pte. Ltd.</li> <li>• PT Jawa Tirtamarin</li> <li>• Radiance Offshore Holdings Pte. Ltd.</li> <li>• Sea Radiance Pte. Ltd.</li> <li>• Strato Maritime Services Pte. Ltd.</li> <li>• YM InvestCo Pte. Ltd.</li> </ul>
Undertaking (in the format set out in Appendix 7.7) under Rule 720(1) has been submitted to the listed issuer	Yes	Yes

## CORPORATE GOVERNANCE REPORT

**Disclose the following matters concerning an appointment of director, chief executive officer, chief financial officer, chief operating officer, general manager or other officer of equivalent rank. If the answer to any question is “yes”, full details must be given.**

(a) Whether at any time during the last 10 years, an application or a petition under any bankruptcy law of any jurisdiction was filed against him or against a partnership of which he was a partner at the time when he was a partner or at any time within 2 years from the date he ceased to be a partner?	No	No
(b) Whether at any time during the last 10 years, an application or a petition under any law of any jurisdiction was filed against an entity (not being a partnership) of which he was a director or an equivalent person or a key executive, at the time when he was a director or an equivalent person or a key executive of that entity or at any time within 2 years from the date he ceased to be a director or an equivalent person or a key executive of that entity, for the winding up or dissolution of that entity or, where that entity is the trustee of a business trust, that business trust, on the ground of insolvency?	No	Yes  Winding up petitions were filed against CSI Offshore Pte. Ltd. and Pacific Crest Pte. Ltd. on 14 May 2018. Petitions have been stayed following the filing for applications of moratorium to the Singapore High Court under section 211B(1) of the Companies Act, in context of the debt restructuring of the Group. Please refer to announcement dated 16 May 2018 released via SGXNet for details and subsequent updates on material developments in relation to the winding up petitions.
(c) Whether there is any unsatisfied judgment against him?	No	No
(d) Whether he has ever been convicted of any offence, in Singapore or elsewhere, involving fraud or dishonesty which is punishable with imprisonment, or has been the subject of any criminal proceedings (including any pending criminal proceedings of which he is aware) for such purpose?	No	No



# CORPORATE GOVERNANCE REPORT

(e) Whether he has ever been convicted of any offence, in Singapore or elsewhere, involving a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, or has been the subject of any criminal proceedings (including any pending criminal proceedings of which he is aware) for such breach?	No	No
(f) Whether at any time during the last 10 years, judgment has been entered against him in any civil proceedings in Singapore or elsewhere involving a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, or a finding of fraud, misrepresentation or dishonesty on his part, or he has been the subject of any civil proceedings (including any pending civil proceedings of which he is aware) involving an allegation of fraud, misrepresentation or dishonesty on his part?)	No	No
(g) Whether he has ever been convicted in Singapore or elsewhere of any offence in connection with the formation or management of any entity or business trust?	No	No
(h) Whether he has ever been disqualified from acting as a director or an equivalent person of any entity (including the trustee of a business trust), or from taking part directly or indirectly in the management of any entity or business trust?	No	No
(i) Whether he has ever been the subject of any order, judgment or ruling of any court, tribunal or governmental body, permanently or temporarily enjoining him from engaging in any type of business practice or activity?	No	No

# CORPORATE GOVERNANCE REPORT

<p>(j) Whether he has ever, to his knowledge, been concerned with the management or conduct, in Singapore or elsewhere, of the affairs of:-</p> <p>(i) any corporation which has been investigated for a breach of any law or regulatory requirement governing corporations in Singapore or elsewhere; or</p> <p>(ii) any entity (not being a corporation) which has been investigated for a breach of any law or regulatory requirement governing such entities in Singapore or elsewhere; or</p> <p>(iii) any business trust which has been investigated for a breach of any law or regulatory requirement governing business trusts in Singapore or elsewhere; or</p> <p>(iv) any entity or business trust which has been investigated for a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, in connection with any matter occurring or arising during that period when he was so concerned with the entity or business trust?</p>	<p>No</p>	<p>No</p>
<p>(k) Whether he has been the subject of any current or past investigation or disciplinary proceedings, or has been reprimanded or issued any warning, by the Monetary Authority of Singapore or any other regulatory authority, exchange, professional body or government agency, whether in Singapore or elsewhere?</p>	<p>No</p>	<p>No</p>

# CORPORATE GOVERNANCE REPORT

## Disclosure applicable to the appointment of Director only.

Any prior experience as a director of an issuer listed on the Exchange?	Yes.	N/A
If yes, please provide details of prior experience.	2016 – 2017 Executive Director/Executive Chairman, Samko Timber Ltd	
If no, please state if the director has attended or will be attending training on the roles and responsibilities of a director of a listed issuer as prescribed by the Exchange.	2008 – 2016 Chief Executive Officer, Samko Timber Ltd	
Please provide details of relevant experience and the nominating committee's reasons for not requiring the director to undergo training as prescribed by the Exchange (if applicable).		

The NC determines annually, and as and when circumstances require, based on a Director's Independence Checklist ("Checklist") completed, if a director is independent, having regard to the circumstances or independence criteria set forth in provision 2.1 of the Code. The NC determined that, during FY2024, there was no Director whose relationships with the Company, its related corporations, its substantial shareholders, or its officers, if any, affect their independence as an Independent Director of the Company. The Board is in accord with the NC's determination.

In determining whether a director is able to and has been adequately carrying out his/her duties as a Director of the Company, the NC also takes into account the results of the assessment of individual director, and the respective directors' actual conduct on the Board, in making this determination.

### Board Performance

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

The NC conducts an annual assessment on the performance of the Board as a whole, the Board Committees and individual directors and considers each Director's contribution and devotion of time and attention given to the Company.

This process is conducted using a questionnaire designed to assess the performance of the Board and the Board Committees. Individual Directors are assessed on self-evaluation basis. The responses received from the questionnaires are then tabulated, collated, and then given to the Chairman of the NC for his review and discussion at the NC meeting. The conclusion of the assessment derived from the consolidated results and recommendations are then presented to the Board for its review and adoption, if deemed necessary.

# CORPORATE GOVERNANCE REPORT

The Board reviews the evaluation conducted by the NC based on the consolidated results received from the Directors and recommendations put forward by the Directors for improvement of performance and effectiveness of the Board, the Board Committees, and individual directors. Following the review, the Board is of the view that the Board, the Board Committees and individual Directors performed consistently well and operated effectively for FY2024.

The Directors, led by the NC, assessed the performance of the Chairman of the Board for FY2024 at the Board meeting and provided the feedback to the Chairman of the Board.

There was no external consultant involved in the Board evaluation process in FY2024. The NC performed the following activities in FY2024:

- reviewed the re-election of Directors, and making recommendation to the Board for their approval;
- reviewed the independency of the Independent Directors;
- evaluated the performance and effectiveness of the Board, the Board Committees, Individual Directors and the Chairman;
- reviewed the training and professional development programs for the Directors;
- reviewed the current Board size and composition; and
- reviewed matters relating to Board diversity.

## **(B) REMUNERATION MATTERS**

### **Procedures for Developing Remuneration Policies**

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

The RC comprises the following three members, all of whom are Independent Directors:

- Aris Sunarko (RC Chairman)
- Lum Wai Meng
- Lim Kee Way Irwin

The RC is responsible for ensuring a formal and transparent procedure for developing policies on director and executive remuneration, and for fixing the remuneration packages of individual directors and key management personnel. No member of the RC is involved in deliberations in respect of any remuneration, compensation, options, or any form of benefits to be granted to him.

# CORPORATE GOVERNANCE REPORT

The members of the RC carried out their duties in accordance with the terms of reference which include the following:

- review and recommend to the Board for endorsement, a framework of remuneration for the Board and key management personnel which covers all aspect of remuneration, including but not limited to, director's fees, salaries, allowances, bonuses, grant of shares, and share options and benefits in kind;
- review and recommend to the Board, the specific remuneration packages for each director as well as for the key management personnel;
- consult professional consultancy firms where necessary in determining remuneration packages;
- consider the various disclosure requirements for directors' remuneration and ensure that there is adequate disclosure in the financial statements and annual report to enhance transparency between the Company and relevant interested parties; and
- review all aspects of remuneration of Executive Directors and key management personnel including the Company's obligations arising in the event of termination of their service contracts, to ensure the contracts contain fair and reasonable termination clauses which are not overly generous.

The RC has access to the professional advice of external experts in the area of remuneration, where required. No consultant was engaged by the Company in FY2024.

## Level and Mix of Remuneration

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

Executive Directors are paid a basic salary and a performance-related bonus linked to the performance of the Company. Key management personnel are paid a basic salary and a performance bonus based on their achievement of key performance indicators ("KPI"). The RC review and revise the current remuneration framework, including resetting the parameters and targets for KPI to make them more reflective and relevant to the Group's business focus after the debt and corporate restructuring in FY2024.

The performance-related element of the Executive Directors' and key management personnel's remuneration is designed to align their interests with the interests of shareholders and other stakeholders.

The RC reviews the remuneration of the Non-executive Directors to ensure the remuneration of the non-executive directors of the Company is appropriate to the level of contribution, taking into account factors such as effort, time spent, and responsibilities.

The RC ensures that the Independent Directors' compensation is appropriate and at the same time does not compromise their independence. None of the Independent Director has any service contracts with the Company.

Directors' fees are reviewed and endorsed by the RC.

The Board concurred with the RC's proposal for Independent Directors' fees for FY2024 and are of the view that the Directors' fees is appropriate and not excessive.

The RC takes into consideration the need to ensure that remuneration is appropriate in order to attract, retain and motivate directors to provide good stewardship to the Company and key management personnel to successfully manage the Company for the long-term.



# CORPORATE GOVERNANCE REPORT

## Disclosure on Remuneration

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

The table below sets out information for the remuneration of each director and CEO for financial year ended 31 December 2024. The remuneration of Non-Executive Directors does not include any variable component.

Name of Director	Fees S\$	Salary <sup>(1)</sup> S\$	Other Benefits <sup>(2)</sup> S\$	Total S\$
Pang Yoke Min	37,000	258,630	183,374	479,004
Pang Wei Meng	42,500	229,236	251,703	523,439
Lum Wai Meng <sup>(3)</sup>	56,500	–	–	56,500
Lim Kee Way Irvin <sup>(3)</sup>	53,500	–	–	53,500
Aris Sunarko <sup>(3)</sup>	56,500	–	–	56,500

The remuneration paid to or accrued to CEO for FY2024 is as follows:

Name of CEO	Fees S\$	Salary <sup>(1)</sup> S\$	Other Benefits <sup>(2)</sup> S\$	Total S\$
Pang Wei Kuan James <sup>(4)</sup>	–	265,736	332,726	598,462

(1) Salary includes employer's contributions to Central Provident Fund.

(2) Other benefits include bonus and benefits-in-kind such as car, housing allowances, club membership etc. made available to directors as appropriate.

(3) Appointed on 30 April 2024.

(4) Mr Pang Wei Kuan, James was redesignated to Chief Strategy and Business Development Officer with effect from 9 January 2025.

There are two key management personnel (who are not directors or the CEO) whom the Company considers to be key executive of the Group. The remuneration paid to or accrued to the top key management personnel (who are not directors or the CEO) for FY2024 is as follows:

	Salary <sup>(1)</sup> (%)	Other Benefits <sup>(2)</sup> (%)	Total (%)
<u>S\$500,001 to S\$750,000</u>			
Iris Chia	53	47	100
Lau Boon Hwee	52	48	100

(1) Salary and bonus include employer's contributions to Central Provident Fund.

(2) Other benefits refer to benefits-in-kind such as car, allowances, club membership, short-term incentives etc.

# CORPORATE GOVERNANCE REPORT

There are two employees who are immediate family members of a director or the CEO or a substantial shareholder of the Company and whose remuneration exceeds S\$100,000 in FY2024:

- Mr Pang Wei Meng, son of Mr Pang Yoke Min, Executive Chairman of the Company, is employed by the Company as Executive Director and Chief Commercial Officer, and has received remuneration in that capacity.
- Mr Pang Wei Kuan, James, son of Mr Pang Yoke Min, Executive Chairman of the Company, and brother of Mr Pang Wei Meng, Executive Director and Chief Commercial Officer of the Company, is employed by the Company as the CEO (redesignated to Chief Strategy and Business Development Officer with effect from 9 January 2025) and has received remuneration in that capacity.

For FY2024, save as disclosed in the above table which shows the breakdown of the remuneration of Mr Pang Wei Meng and Mr Pang Wei Kuan, James, the Company and its subsidiaries do not have any other employee who is an immediate family member of a director or the CEO or a substantial shareholder and whose remuneration exceeds S\$100,000.

Save for Mr Pang Yoke Min, the Executive Chairman who is a substantial shareholder of the Company, there is no employee who is a substantial shareholder of the Company.

The RC performed the following activities in FY2024:

- reviewed the remuneration packages for key management personnel and made recommendation to the Board for approval;
- reviewed the Directors' Fees and made recommendation to the Board for approval.

As disclosed under Principles 7 and 8 in this report:-

- a. The remuneration structure and policy of the Group are designed to support the implementation of the Group's strategy and creation of shareholder value. Remuneration of Directors and key management personnel are reviewed and recommended by the RC to the Board on an annual basis, taking into account the strategic and value creation objectives of the Group. The fees for Directors comprise a basic retainer fee, additional fees for appointment to board committees and attendance fees for board meetings.
- b. The RC considers the need to ensure that remuneration is appropriate to attract, retain and motivate Directors to provide good stewardship to the Group, and at the same time does not compromise the independence of the Independent Directors. The RC also considers other factors such as effort, time spent and responsibilities of the Directors. Shareholders' approval is sought yearly at the AGM for the total Directors' fees to be paid in the following financial year and the information of the total Directors' fees is disclosed in the Notice of AGM.
- c. The remuneration of Executive Directors and key management personnel comprises a fixed component and a performance-related component.
- d. The fixed component reflects the market worth of the job and varies with responsibilities, qualifications and experience of the individual, as well as general employment conditions within the industry. The performance related component ensures the alignment of interests between the Executive Directors and key management personnel, with that of the shareholders' and other stakeholder groups by factoring in various performance indicators, such as the performance of the Group and the performance and contribution of the individual towards achieving the objectives of the Group. The fixed component comprises Directors' fees, salary and allowances. The performance-related component comprises variable bonus. The fixed and performance-related component of the remuneration of each key management personnel is disclosed in bands of S\$250,000 with breakdown in percentage terms. The actual remuneration of key management personnel is not disclosed as the RC has considered the practice of the industry and the advantages and disadvantages of such disclosure. The Group believes that such disclosure may be prejudicial to its business interests given the highly competitive environment it is operating in.

# CORPORATE GOVERNANCE REPORT

Having accorded due regard to the aforesaid disclosures and remuneration practices adopted by the Company, the Board is of the view that the Company's remuneration policies, level and mix of remuneration, the procedure for setting remuneration and the relationships between remuneration, performance and value creation are consistent with the intent of Principle 8 of the Code. The RC will review and revise the current remuneration framework to ensure that it continues to align with the Group's business objectives in FY2025.

## (C) ACCOUNTABILITY AND AUDIT

### Risk Management and Internal Controls

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

The Board is responsible for the governance of risk. It ensures that the Management maintains a sound system of risk management and internal controls to safeguard shareholders' interests and the Group's assets and determines the nature and extent of the significant risks which the Board is willing to take in achieving its strategic objectives.

The Board acknowledges that it is responsible for maintaining a sound system of internal control and risk management, but recognises that no cost-effective internal control system and risk management will preclude all errors and irregularities. Internal controls and risk management can provide only reasonable and not absolute assurance against material misstatement, losses, human errors, fraud or other irregularities.

The Management is responsible to the Board for the design, implementation, and monitoring of the Group's risk management and internal control systems and to provide the Board with a basis to determine the Group's level of risk tolerance and risk policies.

The Management, with the assistance of the independent internal auditor, RSM Risk Advisory Pte Ltd ("RSM" or "Internal Auditors"), conducts enterprise risk assessment at both the business unit level and the corporate level of the Group to identify the key risks that would impact the achievement of the Group's strategies and business objective. The Board and the ASC also work with the Internal Auditors, the external auditors Messrs PKF-Cap LLP ("PKF" or the "External Auditors"), and the Management on the auditors' recommendations to institute and execute relevant controls with a view to managing those risks identified in their assessment.

The Board received assurance from the Executive Chairman and CFO of the Company that the financial records of the Group have been properly maintained and the financial statements for FY2024 give a true and fair view of the Group's operations and finances.

The Board also received assurance from the Executive Chairman and the key management personnel of the Company that the risk management and internal control systems of the Group were adequate and effective for FY2024.

Based on the internal controls established and maintained by the Group, work performed by the Internal Auditors, discussions with the External Auditors, reviews performed by the Management and the assurances provided by the Executive Chairman, CFO and key management personnel as stated in the afore paragraph, the Board is of the view that the Group's internal controls (including financial, operational, compliance and information technology controls) and risk management systems were adequate and effective for FY2024.

The ASC concurs with the Board's view that the internal controls (including financial, operational and compliance and information technology controls) and risk management systems in place of the Group were adequate and effective as at 31 December 2024.

# CORPORATE GOVERNANCE REPORT

## Audit and Sustainability Committee

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

The ASC comprises the following three members, all of whom are Independent Directors:

- Lim Kee Way Irwin (ASC Chairman)
- Aris Sunarko
- Lum Wai Meng

The Chairman of the ASC, Mr Lim Kee Way Irwin, graduated with Master of Science in Management from Imperial College, University of London and Bachelor of Science in Industrial Engineering from Columbia University, New York. He is currently the Chief Financial Officer of Novo Tellus Alpha Acquisition, Lead Independent Director and Acting Chairman of the Board of GS Holdings Limited and Managing Director of Inflexion Ventures Private Ltd.

The other members of the ASC have substantial experience in business management and finance services.

The NC and the Board are satisfied that the members of ASC have recent and relevant accounting or related financial management expertise and experience to discharge the ASC functions.

No former partner or director of the Company's existing auditing firm or auditing corporation is a member of the ASC. The duties of the ASC include:

- reviewing the significant financial reporting issues and judgements so as to ensure the integrity of the financial statements of the Company and any announcements relating to the Company's financial performance;
- reviewing at least annually the adequacy and effectiveness of the Company's internal controls and risk management systems;
- reviewing the assurance from the CEO and the CFO on the financial records and financial statements;
- making recommendations to the Board on: (i) the proposals to the shareholders on the appointment and removal of External Auditors; and (ii) the remuneration and terms of engagement of the External Auditors;
- reviewing the adequacy, effectiveness, independence, scope and results of the external audit and the Company's internal audit function; and
- reviewing the policy and arrangements for concerns about possible improprieties in financial reporting or other matters to be raised, independently investigated and appropriately followed up on.

During review of the financial statements for FY2024, the ASC discussed with the Management and the External Auditors on the significant issues that were brought to the ASC's attention. These material issues which the External Auditors assessed to be most significant in its audit of the financial statements for the year under review, namely recoverability of receivables and amounts due from related company have been highlighted in the key audit matters section of the Independent Auditor's Report.

# CORPORATE GOVERNANCE REPORT

The ASC reviewed the work performed by the Management and made enquiries relevant to the key audit matters. In addition, the ASC also reviewed and discussed the findings presented and related work performed by the External Auditors. The ASC was satisfied that these material issues have been properly addressed and recommendations appropriately adopted and disclosed in the financial statements.

The ASC reviews the independence and objectivity of the External Auditors through discussions with the External Auditors as well as reviewing the non-audit fees awarded to them. A breakdown of fees paid in respect of audit and non-audit services provided for FY2024 is disclosed in Note 8 to the financial statements. The ASC has reviewed all non-audit services provided by the External Auditors and is satisfied that these non-audit services would not affect the independence and objectivity of the External Auditors.

The Group has complied with Rule 712, Rule 715, and Rule 716 of the Listing Manual in the appointment of its auditors. The ASC recommends to the Board the reappointment of Messrs PKF-Cap LLP as the external auditors of the Group at the forthcoming AGM.

There are suitable auditing firms appointed by the Group for its significant foreign-incorporated subsidiaries and associated companies and the foreign auditing firms include member firm of Messrs PKF-Cap LLP.

In the course of FY2024, the ASC carried out the following activities:

- reviewed quarterly and full year financial statements (audited and unaudited), and made recommendation to the Board for approval;
- reviewed interested and related parties' transactions;
- reviewed audit plan and assessed the independence of External Auditors;
- reviewed internal audit plan and the appointment of Internal Auditors;
- reviewed the nomination of External Auditors for re-appointment at AGM and determined their remuneration, and made appropriate recommendations to the Board for approval; and
- met with the internal and External Auditors of the Company without the presence of the Management.

The Group recognises the importance of providing the Board with accurate and relevant information on a timely basis. The Management provides the Board with financial statements together with reviews of the financial and operating performance on a quarterly basis and as the Board may require from time to time. The ASC reviews the financial statements and reports to the Board for approval.

The Board reviews and approves the results before they are released. The Board provides shareholders with quarterly and annual financial reports. Results for the first three quarters and full financial year are released to shareholders within the timeframe stipulated in Rule 705 of the Listing Manual. In presenting the quarterly and annual financial statements to shareholders, the Board aims to provide shareholders with a balanced and clear assessment of the Group's financial performance, financial position and prospects.

The ASC is kept abreast by the Management, the Company Secretaries and the Independent Auditor of changes to accounting standards, listing rules of the SGX-ST and other regulations which could have an impact on the Group's business operations and financial reporting.



# CORPORATE GOVERNANCE REPORT

The Company has put in place a Whistle Blowing Policy which sets the framework to encourage the reporting in good faith of serious concerns or escalate serious matters on a confidential basis without fear of reprisal, dismissal, or discriminatory treatment. The Whistle Blowing Policy provides procedures to validate concerns and for investigation to be carried out independently by designated receiving officer.

The Group's whistleblowing policy enable employees or external parties to report possible improprieties to the ASC Chairman and the designated receiving officer within the Human Resource department via a dedicated email: [whistleblowing@pacificradianc.com](mailto:whistleblowing@pacificradianc.com).

Reports involving parties who are not key management personnel or senior management executives will be reviewed, investigated and reported to the Executive Chairman and CFO. Additionally, the receiving officer submits these cases to the ASC on a quarterly basis for further investigation if deemed necessary.

For reports involving key management personnel or senior management executives, the matter will be reported directly to ASC for review and investigation.

Furthermore, all whistle blowing cases are presented to the ASC quarterly for review and monitoring. The ASC maintains oversight of all outcomes of investigations and ensures remedial actions are taken. The ASC consists solely of independent directors, there are no executive directors among its members.

The ASC reviews and modify the Whistle Blowing Policy as appropriate, to maintain compliance with applicable laws and regulations or accommodate organisational changes within the Group. The employees of the Group are aware of the existence of the Whistle Blowing Policy as it had been incorporated in the employee's handbook. A copy of the Group's Whistle Blowing Policy is also available on the corporate website of the Company.

The Board recognises the importance of maintaining a system of internal controls. The Company has outsourced its internal audit functions to RSM for FY2024.

The internal audit function is expected to meet the standard set by internationally recognised professional bodies including the International Standards for the Professional Practice of Internal Auditing set by The Institute of Internal Auditors. The Internal Auditors has unfettered access to all the Company's documents, records, properties and personnel, including access to the Board, the ASC and the Management, where necessary, and has the right to seek information and explanation.

The Internal Auditors reports directly to the ASC and is responsible for assessing the reliability, adequacy and effectiveness of the system of internal controls that are in place to protect the funds and assets of the Group, ensuring control procedures are complied with, assessing if the operations of the business processes under review are conducted efficiently and effectively, and identifying and recommending improvements to internal control procedures, where required.

The Internal Auditors plan its internal audit schedules in consultation with, but independent of, the Management. The internal audit plan is submitted to the ASC for approval prior to the commencement of the internal audit. The ASC will review the activities of the Internal Auditors, including overseeing and monitoring of the implementation of improvements required for internal control weaknesses identified.

For the year under review, the ASC has reviewed and is satisfied with the adequacy, independence and effectiveness of the internal audit function.

The ASC has met with the External Auditors and the Internal Auditors, without the presence of the Management, once in FY2024.



# CORPORATE GOVERNANCE REPORT

## (D) SHAREHOLDER RIGHTS AND ENGAGEMENT

### Shareholder Rights and Conduct of General Meetings

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

The Group recognises the importance of maintaining transparency and accountability to its shareholders. The Board ensures that all the Company's shareholders are treated equitably and the rights of all investors, including non-controlling shareholders, are protected.

The Group is committed to providing shareholders with adequate and timely information pertaining to changes in the Group's business which could have a material impact on the Company's share price.

The last AGM of the Company was held physically at 15 Pandan Road, Singapore 609263 on 30 April 2024.

The forthcoming AGM of the Company will be held physically at 15 Pandan Road, Singapore 609263. Arrangements relating to attendance at the general meetings, submission of questions to the Chairman of the meetings in advance of the meetings, addressing of substantial and relevant questions prior to or at the meetings and voting by appointing the Chairman of the meetings as proxy at the meetings, are set out in the Notice of meetings. The Annual Report, Notice of AGM and Proxy form will be made available to shareholders by electronic means via publication on SGXNET and the corporate website of the Company.

The Group strongly encourages shareholder participation during the AGM. Shareholders can proactively engage the Board and the Management on the Group's business activities, financial performance, and other business-related matters.

The Board believes that general meetings serve as an opportune forum for shareholders to meet and interact with the Board and the Management. Information on general meetings is disseminated through notices in the annual reports or circulars to all shareholders. The notices are also released via SGXNet and published in local newspapers, as well as posted on the corporate website of the Company.

At the AGM, a member who is a relevant intermediary which provide nominee or custodial services is entitled to appoint more than two proxies to attend, speak and vote at the meeting, so investors who hold shares through such intermediary can attend and participate in general meeting as proxies.

For greater transparency in the voting process, the Company conducts poll voting for all proposed resolutions at AGM. The total numbers of votes cast for or against the resolutions will also be announced after the meeting via SGXNet.

The Company Secretary prepares minutes of general meetings that include substantial queries from shareholders relating to the agenda of the meetings, and responses from the Board and the Management.

The Company provides for separate resolutions at general meetings on each substantially separate issue unless the issues are interdependent and linked to form one significant proposal.

All the resolutions at the general meetings are single item resolutions.

# CORPORATE GOVERNANCE REPORT

The Chairman of the Board and the Directors attend all general meetings to address questions and issues raised by shareholders. The external auditors are present to address any relevant queries from shareholders on the conduct of audit and the preparation and content of the auditors' report. Key management personnel are also present at the general meetings to respond to operational questions from shareholders.

All the Directors attended the AGM of the Company held on 30 April 2024.

The Company's Constitution allows all shareholders to appoint up to two proxies to attend general meetings and vote on their behalf. As the authentication of shareholder identity and other related security issues remain a concern, the Group has decided not to implement voting in absentia by mail, email or fax for the time being.

Minutes of general meetings of the Company held in 2024 have been published by the Company on the SGX website and on its corporate website within one month after the general meetings.

The Company does not have a fixed dividend policy in place. The Company may declare an annual dividend with the approval of the shareholders in a general meeting, but the amount of such dividend shall not exceed the amount recommended by the Board. The Board may also declare an interim dividend without the approval of the shareholders.

## Engagement with Shareholders

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

The Group is committed to maintaining high standards of corporate disclosure and transparency. The Group values dialogue sessions with its shareholders. The Group believes in regular, effective, and fair communication with shareholders and is committed to hearing shareholders' views and addressing their concerns.

Material information is disclosed in an adequate, accurate, and timely manner via SGXNet, press release, and corporate website. If unpublished material information is inadvertently disclosed to any selected group in the course of the Group's interactions with the investing community, a media release or announcement will be released to the public via SGXNet.

The Company's corporate website is the key resource of information for shareholders. In addition to the quarterly financial announcements, it contains investor related information on the Group, including presentations, annual reports, shares and dividend information and factsheets.

The Group participates in investor seminars and conferences to keep the market and investors apprised of the Group's corporate developments and financial performance. Such engagements provide invaluable insights to the Board and the Management on investors' views and help the Group to identify areas of improvement for investor communication.

The Company has established an investor relations policy that governs regular, effective and fair communication with shareholders. A copy of the Company's investor relations policy is available on the corporate website of the Company.

The investor relations policy sets out mechanism through which shareholders may contact the Company with questions and through which the Company may respond to such questions i.e. emailing questions to the investor relations team.



# CORPORATE GOVERNANCE REPORT

## (E) MANAGING STAKEHOLDER RELATIONSHIPS

### Engagement with Stakeholders

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

The Board adopts an inclusive approach by considering and balancing the needs and interests of material stakeholders, as part of its overall responsibility to work towards sustainable growth. The Company's efforts on sustainability are focused on creating sustainable value for its key stakeholders, which include employees, lenders, investors, suppliers, customers and regulators.

The Company's strategy and key areas of focus in relation to the management of stakeholder relationships during the reporting period can be found under its Sustainability Report.

The Company maintains a current corporate website at <https://www.pacificradiance.com/>. An email alert function is available to members of public who wish to receive updates on the Company's corporate information and SGXNet announcements.

The contact details of the investor relations teams are also available on the Company's corporate website, to enable the stakeholders to contact the Company, if required.

## (F) OTHER CORPORATE GOVERNANCE MATTERS

### Interested Person Transactions

The Company has established procedures to ensure that all transactions with interested persons are reported in a timely manner to the ASC, and that transactions are conducted on an arm's length basis and are not prejudicial to the interests of the shareholders.

There are no interested person transactions entered into by the Group during the course of FY2024.

### Material Contracts

Save for the service agreements entered into between the Executive Directors and the Company, there was no material contract entered into by the Company and its subsidiaries involving the interests of any Director or controlling shareholders subsisting as at 31 December 2024.

### Dealing in Securities

The Company has adopted an internal code on dealings in securities. Directors and employees are not allowed to deal in the Company's shares during the periods commencing two weeks before announcement of the Group's quarterly results and one month before the announcement of the Group's full year results and ending on the date of announcement of such results, or when they are in possession of unpublished price-sensitive information on the Group. In addition, the employees of the Company are advised not to deal in the Company's securities on short term considerations and are expected to always observe the insider trading rules, even when dealing in the Company's securities within the permitted trading periods.

# FINANCIAL CONTENTS

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# DIRECTORS' STATEMENT

For the financial year ended 31 December 2024

The directors present their statement to the members together with the audited consolidated financial statements of Pacific Radiance Ltd. (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.

## 1. 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 the financial performance, changes in equity and cash flows of the Group and changes in equity of the Company for the year ended then; 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.

## 2. Directors

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

Pang Yoke Min  
Pang Wei Meng  
Aris Sunarko @ Ko Tji Kim (appointed on 30 April 2024)  
Lim Kee Way Irwin (appointed on 30 April 2024)  
Lum Wai Meng (Lin Weiming) (appointed on 30 April 2024)

## 3. Arrangements to enable directors to acquire shares and debentures

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

For the financial year ended 31 December 2024

## 4. Directors' interests in shares and debentures

According to the register of directors' shareholdings required to be kept under Section 164 of the Singapore Companies Act 1967 (the "Act"), the directors of the Company who held office at the end of the financial year had no interest in shares and warrants of the Company and related corporations (other than wholly owned subsidiaries) except as stated below:

Name of director	Direct interest		Deemed interest	
	At the beginning of financial year	At the end of financial year	At the beginning of financial year	At the end of financial year
<b>Ordinary shares of the Company</b>				
Pang Yoke Min	182,668,564	730,674,256	46,547,000	186,188,000
Pang Wei Meng	101,500	18,949,620	–	–
<b>Warrants of the Company</b>				
Pang Yoke Min	946,674	1,411,396	21,877,090	32,616,553
Pang Wei Meng	2,585	3,853	–	–

There was no change in any of the above-mentioned interests in the Company between the end of the financial year and 21 January 2025.

By virtue of Section 7 of the Companies Act 1967, Pang Yoke Min is deemed to have an interest in the ordinary shares of all the subsidiary companies at the beginning and at the end of the financial years.

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

# DIRECTORS' STATEMENT

For the financial year ended 31 December 2024

## 5. Audit and Sustainability Committee

The Audit and Sustainability Committee ("ASC") has carried out its functions in accordance with section 201B (5) of the Act, including the following:

- reviewed with the external auditor the audit plan, their audit result and report, their management letter and the management's response;
- reviewed with the internal auditor the internal audit plan and their evaluation of the adequacy of the internal controls and accounting system;
- monitored and reviewed the implementation of the external auditor's and internal auditor's recommendations concurred with management in relation to the adequacy of the internal controls and accounting system addressing financial, operational and compliance risks;
- reviewed the half-yearly and annual financial statements of the Group and the Company before submission to the Board for approval;
- considered the appointment or re-appointment of the external auditor and matters relating to resignation or dismissal of the auditor and approved the compensation of the external auditor;
- reviewed whistle blowing policy and monitored whistle blowing reports;
- reviewed interested person transactions in accordance with the requirements of the Listing Manual of Singapore Exchange Securities Trading Limited ("SGX-ST"); and
- reviewed any potential conflict of interest as and when the need arises and resolve such conflict of interest.

The ASC, having reviewed all non-audit services provided by the external auditor to the Group, is satisfied that the nature and extent of such services would not affect the independence of the external auditor.

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

Further details regarding the ASC are disclosed in the Corporate Governance Report.

## 6. Auditor

PKF-CAP LLP has expressed its willingness to accept re-appointment as auditor.

On behalf of the board of directors,

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Pang Yoke Min  
Director

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Pang Wei Meng  
Director

28 March 2025

# INDEPENDENT AUDITOR'S REPORT

to the members of Pacific Radiance Limited

## Report on the audit of the financial statements

### Opinion

We have audited the accompanying financial statements of Pacific Radiance Ltd. (the "Company") and its subsidiaries (collectively, the "Group"), which comprise the consolidated statement of financial position of the Group and the statement of financial position of the Company as at 31 December 2024, and the consolidated statements of changes in equity of the Group, the consolidated income statement, consolidated statement of comprehensive income, consolidated cash flow statement of the Group and statement of changes in equity of the Company 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, and the statement of financial position and the statement of changes in equity of the Company are properly drawn up in accordance with the provisions of the Singapore Companies Act 1967 (the "Act") and Singapore Financial Reporting Standards in Singapore (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 reporting 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. We have also 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 judgment, were of most significance in the audit of the financial statements of the current year. These matters were addressed in the context of the audit of the financial statements as a whole, and in forming the auditor's opinion thereon, and we do not provide a separate opinion on these matters. For the 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.

# INDEPENDENT AUDITOR'S REPORT

to the members of Pacific Radiance Limited

## Key Audit Matters (Cont'd)

### Recoverability of receivables, including related party balances

As disclosed in Note 15, Note 17 and Note 18 to the financial statements, the Group had gross trade receivables, other receivables and amounts due from related companies of US\$63.8 million (2023: US\$126.1 million) against which loss allowance of US\$34.3 million (2023: US\$92.8 million) were recognised in accordance with SFRS(I) 9 *Financial Instruments*. The carrying amount of trade receivables, other receivables, and amounts due from related companies of US\$29.5 million (2023: US\$33.3 million) represented 25% (2023: 31%) of the Group's total assets. These balances comprised of US\$8.4 million (2023: US\$6.7 million) of trade receivables, US\$8.5 million (2023: US\$8.8 million) of other receivables and US\$12.6 million (2023: US\$17.8 million) amounts due from related companies.

The assessment of recoverability of trade receivables, other receivables, and amounts due from related companies is considered a key audit matter as it requires the application of significant estimates and judgements by management and trade receivables, other receivables, and amounts due from related companies is significant to the Group's total assets.

For trade receivables, and trade amounts due from related companies, the Group applied the simplified approach and determined the lifetime expected credit loss ("ECL"). The Group determined the ECL of trade receivables by using a provision matrix for the trade receivables and trade amounts due from related companies. The Group applied the general 3-step approach in the determination of ECL for other receivables.

The significant estimates and judgements applied in the assessment of recoverability of trade and other receivables and amount due from related companies are disclosed in Note 3 and Note 36 to the financial statements.

We designed our audit procedures to be responsive to this risk. As part of our audit:

- We obtained an understanding of the Group's credit policy, credit assessment procedures, factors for determination of default event and recoverability assessment for trade receivables, other receivables, and amount due from related companies.
- We tested the aging of trade receivables at year end on a sample basis and evaluated and challenged the reasonableness of management's estimates and judgements applied in the provision matrix including management's determination of historical credit loss rates and management's consideration of forward-looking information.
- We have also evaluated and challenged management's assessment of loss given default and probability of default for trade receivables, other receivables, and amount due from related companies.
- We assessed the recoverability with reference to the future cashflows, business plans and relevant supporting documents for the related companies provided by management.
- We have also assessed the adequacy and appropriateness of the disclosures made in the financial statements.

### Other information

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

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

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

# INDEPENDENT AUDITOR'S REPORT

to the members of Pacific Radiance Limited

## Responsibilities of Management and Directors for the Financial Statements

Management is responsible for the preparation of financial statements that give a true and fair view in accordance with the provisions of the Act and the 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.

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

- a) 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.
- b) 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.
- c) Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- d) Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated 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.
- e) 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.
- f) 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 consolidated financial statements. We are responsible for the direction, supervision and review of the audit work for purposes of the group audit. We remain solely responsible for our audit opinion.

# INDEPENDENT AUDITOR'S REPORT

to the members of Pacific Radiance Limited

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

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, actions taken to eliminate threats on safeguard applied.

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

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

In our opinion, the accounting and other records required by the Act to be kept by the Company and by those subsidiaries 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 Chew Wei Jim.

**PKF-CAP LLP**  
Public Accountants and  
Chartered Accountants

Singapore

28 March 2025



# CONSOLIDATED INCOME STATEMENT

For the financial year ended 31 December 2024

	Note	2024 US\$'000	2023 US\$'000
<b>Revenue</b>	4	<b>43,842</b>	31,405
Cost of sales		<b>(29,533)</b>	(18,865)
<b>Gross profit</b>		<b>14,309</b>	12,540
Other operating income	5	<b>24,045</b>	16,833
General administrative expenses		<b>(13,579)</b>	(12,444)
Other operating expenses		<b>(1,407)</b>	(793)
Finance costs	6	<b>(413)</b>	(995)
Share of results of associates and joint ventures		<b>1,207</b>	325
<b>Profit before taxation</b>	8	<b>24,162</b>	15,466
Taxation	9	<b>1,693</b>	(950)
<b>Profit for the year</b>		<b>25,855</b>	14,516
<b>Profit/(Loss) for the year attributable to:</b>			
Equity holders of the Company		<b>25,853</b>	14,524
Non-controlling interests		<b>2</b>	(8)
		<b>25,855</b>	14,516
<b>Earnings per share attributable to equity holders of the Company (US cents per share)</b>			
Basic	10	<b>1.9</b>	3.2
Diluted	10	<b>1.8</b>	2.9

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

# CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

For the financial year ended 31 December 2024

	<b>2024</b> <b>US\$'000</b>	<b>2023</b> <b>US\$'000</b>
<b>Profit for the year</b>	<b>25,855</b>	14,516
<b>Other comprehensive income:</b>		
Item that will not be reclassified subsequently to profit or loss:		
– Foreign currency translation	<b>(725)</b>	(542)
<b>Other comprehensive income for the year, net of tax</b>	<b>(725)</b>	(542)
<b>Total comprehensive income for the year</b>	<b>25,130</b>	13,974
<b>Total comprehensive income for the year attributable to:</b>		
Equity holders of the Company	<b>25,128</b>	13,982
Non-controlling interests	<b>2</b>	(8)
	<b>25,130</b>	13,974

*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		Company	
		2024 US\$'000	2023 US\$'000	2024 US\$'000	2023 US\$'000
<b>ASSETS</b>					
<b>Non-current assets</b>					
Property, plant and equipment	11	59,750	46,219	-	-
Investment in subsidiaries	12	-	-	7,539	100
Investment in associates	13	6,347	-	-	-
Investment in joint ventures	14	1,997	1,612	-	-
Club memberships		140	140	-	-
Amounts due from related companies	15	408	408	-	-
		<b>68,642</b>	48,379	<b>7,539</b>	100
<b>Current assets</b>					
Inventories	16	215	117	-	-
Trade receivables	17	8,377	6,714	-	-
Other receivables	18	8,509	8,799	31	59
Amounts due from related companies	15	12,182	17,395	32,180	24,258
Investment securities	19	-	45	-	-
Dividends receivable	20	-	-	3,800	-
Cash and bank balances	21	17,834	26,676	1,459	3,030
		<b>47,117</b>	59,746	<b>37,470</b>	27,347
<b>Total assets</b>		<b>115,759</b>	108,125	<b>45,009</b>	27,447
<b>EQUITY AND LIABILITIES</b>					
<b>Current liabilities</b>					
Trade payables	22	7,241	3,074	-	-
Other liabilities	23	16,867	14,390	388	118
Amounts due to related companies	24	1,450	5,306	7	316
Bank loans	25	-	2,021	-	-
Provision for taxation		276	2,007	-	36
Lease liabilities	26	421	1,046	-	-
		<b>26,255</b>	27,844	<b>395</b>	470
<b>Net current assets</b>		<b>20,862</b>	31,902	<b>37,075</b>	26,877
<b>Non-current liabilities</b>					
Other liabilities	23	-	3,817	-	-
Provisions	27	253	256	-	-
Bank loans	25	-	28,298	-	-
Lease liabilities	26	6,591	6,920	-	-
Deferred tax liabilities	28	2,345	2,474	-	-
Derivative warrant liabilities	29	515	68	515	68
Perpetual securities	30	-	744	-	744
		<b>9,704</b>	42,577	<b>515</b>	812
<b>Total liabilities</b>		<b>35,959</b>	70,421	<b>910</b>	1,282
<b>Net assets</b>		<b>79,800</b>	37,704	<b>44,099</b>	26,165
<b>Equity attributable to equity holders of the Company</b>					
Share capital	31(a)	205,844	188,878	205,844	188,878
Treasury shares	31(b)	(2,135)	(2,135)	(2,135)	(2,135)
Accumulated losses		(117,439)	(143,292)	(159,547)	(160,515)
Other reserves	32	(6,307)	(5,582)	(63)	(63)
		<b>79,963</b>	37,869	<b>44,099</b>	26,165
Non-controlling interests		(163)	(165)	-	-
<b>Total equity</b>		<b>79,800</b>	37,704	<b>44,099</b>	26,165

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

Attributable to equity holders of the Company

Group	Note	Share capital US\$'000	Treasury shares US\$'000	Accumulated losses US\$'000	Total other reserves US\$'000	Foreign currency translation reserve US\$'000		Capital reserve US\$'000	Total US\$'000	Non-controlling interests US\$'000	Total equity US\$'000
Balance at 1 January 2024		<b>188,878</b>	<b>(2,135)</b>	<b>(143,292)</b>	<b>(5,582)</b>		<b>(2,340)</b>	<b>(3,242)</b>	<b>37,869</b>	<b>(165)</b>	<b>37,704</b>
Profit for the year		-	-	<b>25,853</b>	-		-	-	<b>25,853</b>	<b>2</b>	<b>25,855</b>
Other comprehensive income											
- Foreign exchange translation	32(a)	-	-	-	<b>(725)</b>		<b>(725)</b>	-	<b>(725)</b>	-	<b>(725)</b>
Total comprehensive income for the year		-	-	<b>25,853</b>	<b>(725)</b>		<b>(725)</b>	-	<b>25,128</b>	<b>2</b>	<b>25,130</b>
Issue of share capital	31(a)	<b>16,966</b>	-	-	-		-	-	<b>16,966</b>	-	<b>16,966</b>
Balance at 31 December 2024		<b>205,844</b>	<b>(2,135)</b>	<b>(117,439)</b>	<b>(6,307)</b>		<b>(3,065)</b>	<b>(3,242)</b>	<b>79,963</b>	<b>(163)</b>	<b>79,800</b>
Balance at 1 January 2023		188,878	(2,135)	(154,473)	(8,442)		(1,798)	(6,644)	23,828	(98)	23,730
Profit for the year		-	-	14,524	-		-	-	14,524	(8)	14,516
Other comprehensive income											
- Foreign exchange translation	32(a)	-	-	-	(542)		(542)	-	(542)	-	(542)
Total comprehensive income for the year		-	-	14,524	(542)		(542)	-	13,982	(8)	13,974
Transfers within equity	32	-	-	(3,343)	3,402		-	3,402	59	(59)	-
Balance at 31 December 2023		188,878	(2,135)	(143,292)	(5,582)		(2,340)	(3,242)	37,869	(165)	37,704

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

Company	Note	Share capital US\$'000	Treasury shares US\$'000	Accumulated losses US\$'000	Total other reserves US\$'000	Capital reserve US\$'000	Total equity US\$'000
Balance at 1 January 2024		<b>188,878</b>	<b>(2,135)</b>	<b>(160,515)</b>	<b>(63)</b>	<b>(63)</b>	<b>26,165</b>
Profit for the year		-	-	<b>968</b>	-	-	<b>968</b>
Total comprehensive income for the year		-	-	<b>968</b>	-	-	<b>968</b>
Issue of share capital	31(a)	<b>16,966</b>	-	-	-	-	<b>16,966</b>
Balance at 31 December 2024		<b>205,844</b>	<b>(2,135)</b>	<b>(159,547)</b>	<b>(63)</b>	<b>(63)</b>	<b>44,099</b>
Balance at 1 January 2023		188,878	(2,135)	(166,081)	(63)	(63)	20,599
Profit for the year		-	-	5,566	-	-	5,566
Total comprehensive income for the year		-	-	5,566	-	-	5,566
Balance at 31 December 2023		188,878	(2,135)	(160,515)	(63)	(63)	26,165

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

# CONSOLIDATED CASH FLOW STATEMENT

For the financial year ended 31 December 2024

	Note	2024 US\$'000	2023 US\$'000
<b>Cash flows from operating activities:</b>			
Profit before taxation		24,162	15,466
Adjustments for:			
Depreciation of property, plant and equipment	11	4,703	3,241
Finance costs	6	413	995
Interest income		(174)	(288)
Share of results of associates and joint ventures		(1,207)	(325)
Gain on sale of held for trading investment securities		(18)	–
Gain on trade payables no longer payable	5	(100)	–
Gain on debt forgiveness of amounts due to related companies	5	(1,835)	–
Gain on debt forgiveness of bank loans	5	(10,800)	–
Gain on recognition of deferred gain on sale of vessels	5	(4,282)	–
Impairment/(Write-back) of doubtful receivables, net	17	71	(7,132)
Impairment/(Write-back) of property, plant and equipment	11	481	(3,504)
Loss on disposal of property, plant and equipment		4	83
Write-back of amounts due from related companies, net	15	(608)	(1,887)
Write-back of investment in associates	5	(5,510)	–
Net fair value gain on held for trading investment securities	8	–	(22)
Net fair value loss/(gain) on derivatives	8	468	(116)
Exchange differences		731	416
<b>Operating cash flows before changes in working capital</b>		<b>6,499</b>	<b>6,927</b>
(Increase)/Decrease in trade and other receivables		(1,442)	14,989
Decrease/(Increase) in amounts due from related companies, net		3,801	(3,103)
(Increase)/Decrease in inventories		(98)	43
Increase/(Decrease) in trade payables and other liabilities		7,207	(9,876)
<b>Cash generated from operations</b>		<b>15,967</b>	<b>8,980</b>
Taxes paid		(171)	(83)
Interest paid		(413)	(293)
Interest received		174	317
<b>Net cash flows generated from operating activities</b>		<b>15,557</b>	<b>8,921</b>
<b>Cash flows from investing activities:</b>			
Purchase of property, plant and equipment	11	(20,031)	(4,830)
Proceeds from sale of property, plant and equipment		112	–
Investment in joint venture		(14)	–
Proceeds from sale of held for trading securities		63	–
<b>Net cash flows used in investing activities</b>		<b>(19,870)</b>	<b>(4,830)</b>
<b>Cash flows from financing activities:</b>			
Payment of principal portion of lease liabilities	26	(1,042)	(383)
Repayment of bank loans		(19,519)	–
Partial redemption of perpetual securities	30	(744)	(748)
Proceeds from issuance of new shares	31(a)	16,966	–
Decrease/(Increase) in restricted cash and bank balance	21	2,021	(2,021)
<b>Net cash flows used in financing activities</b>		<b>(2,318)</b>	<b>(3,152)</b>
Net (decrease)/increase in cash and bank balances		(6,631)	939
Effect of exchange rate changes on cash and bank balances		(190)	109
Cash and bank balances at 1 January		24,655	23,607
<b>Cash and bank balances at 31 December</b>	21	<b>17,834</b>	<b>24,655</b>

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



# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

## 1. CORPORATE INFORMATION

Pacific Radiance Ltd. ("PRL" or the "Company") is a limited liability company incorporated and domiciled in Singapore and is listed on the Singapore Exchange Securities Trading Limited ("SGX-ST").

The registered office and principal place of business of the Company is located at 15 Pandan Road, Singapore 609263.

The principal activity of the Company is investment holding. The principal activities of the subsidiaries are disclosed in Note 12 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 United States Dollars (USD or US\$). All financial information presented in United States Dollars has been rounded to the nearest thousand (US\$'000), unless otherwise indicated.

The Group has prepared the financial statements on the basis that it will continue to operate as a going concern.

### 2.2 Adoption of new and amended standards and interpretations

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

### 2.3 Standards issued but not yet effective

A number of new standards and amendments to standard that have been issued are not yet effective and have not been applied in preparing these financial statements.

Description	Effective for annual periods beginning on or after
• Amendments to SFRS(I) 1-21: Lack of Exchangeability	1 January 2025
• Amendments to SFRS(I) 9 and SFRS(I) 7: Amendments to the Classification and Measurement of Financial Instruments	1 January 2026
• Annual Improvement to FRSs – Volume 11	1 January 2026
• Amendments to SFRS(I) 9 and SFRS(I) 7: Contracts Referencing Nature-dependent Electricity	1 January 2026
• SFRS(I) 19: Subsidiaries without Public Accountability: Disclosures	1 January 2027
• SFRS(I) 18: Presentation and Disclosure in Financial Statements	1 January 2027
• Amendments to SFRS(I) 10 Consolidated Financial Statements and SFRS(I) 1-28 Investment in Associate and Joint Ventures: Sales or Contribution of Assets between an Investor and its Associate or Joint Venture	Date to be determined

The directors expect that the adoption of these new and amended 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)

### 2.4 Group Accounting

#### (a) *Subsidiaries*

##### (i) *Consolidation*

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

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

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

##### (ii) *Acquisitions*

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

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

Acquisition-related costs are expensed as incurred.

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

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

The excess of (a) the consideration transferred, the amount of any non-controlling interest in the acquiree and the acquisition-date fair value of any previous equity interest in the acquiree over the (b) fair value of the identifiable net assets acquired is recorded as goodwill.

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

## 2. MATERIAL ACCOUNTING POLICY INFORMATION (CONT'D)

### 2.4 Group Accounting (Cont'd)

(a) *Subsidiaries (Cont'd)*

(iii) *Disposals*

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

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

(b) *Transactions with non-controlling interests*

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

(c) *Associates and joint ventures*

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

Joint ventures are entities over which the Group has joint control as a result of contractual arrangements, and rights to the net assets of the entities.

Investments in associates and joint ventures are accounted for in the consolidated financial statements using the equity method of accounting less impairment losses, if any.

(i) *Acquisitions*

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

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

## 2. MATERIAL ACCOUNTING POLICY INFORMATION (CONT'D)

### 2.4 Group Accounting (Cont'd)

(c) *Associates and joint ventures (Cont'd)*

(ii) *Equity method of accounting*

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

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

(iii) *Disposals*

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

### 2.5 Currency translations

(a) *Functional and presentation currency*

Items included in the financial statements of each entity in the Group are measured using the currency of the primary economic environment in which the entity operates ("functional currency"). The financial statements are presented in United States Dollars ("USD" or "US\$"), which is the functional currency of the Company.

(b) *Transactions and balances*

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

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

## 2. MATERIAL ACCOUNTING POLICY INFORMATION (CONT'D)

### 2.5 Currency translations (Cont'd)

(b) *Transactions and balances (Cont'd)*

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

Foreign exchange gains and losses impacting profit or loss are presented in the income statement within "other operating income or other operating expenses".

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

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

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

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

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

### 2.6 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, if any.

The cost of property and buildings includes provision for reinstatement costs as stated in Note 2.17.

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

- Vessels: 20 to 25 years
- Drydocking expenditure: 5 years
- Plant and equipment: 3 to 5 years
- Property and buildings: 20 years and over the remaining life of the leases.
- Land-use rights: over the remaining life of the leases

For a vessel purchased second-hand, depreciation is computed on a straight-line basis over the remaining useful lives

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

## 2. MATERIAL ACCOUNTING POLICY INFORMATION (CONT'D)

### 2.6 Property, plant and equipment (Cont'd)

Assets under construction are not depreciated as these assets are not yet available for use.

The Group periodically drydocks each owned vessels for inspection, repairs and maintenance and any modifications to comply with industry certification or governmental requirements. Generally, each vessel is drydocked every 5 years. A substantial portion of the costs incurred during drydocking is capitalised and these costs are amortised on a straight-line basis from the completion of a drydock to the estimated completion of the next drydocking. Costs for routine repairs and maintenance performed during drydocking that do not improve or extend the useful lives of the vessels are immediately expensed off. The number of drydockings undertaken in a given period and the nature of the work performed determine the level of drydocking expenditures.

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

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

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

Fully depreciated assets are retained in the financial statements until they are no longer in use and no further charge for depreciation is made in respect of these assets.

### 2.7 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.

#### (a) *Group 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 representing the obligations to make lease payments and right-of-use assets representing the right to use the underlying leased 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.

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. Refer to the accounting policies in Note 2.9 Impairment of non-financial assets.

The Group's right-of-use assets are presented within property, plant and equipment (Note 11).



# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

## 2. MATERIAL ACCOUNTING POLICY INFORMATION (CONT'D)

### 2.7 Leases (Cont'd)

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

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

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

(b) *Group as a lessor*

Leases in which the Group does not transfer substantially all the risks and rewards incidental to ownership of an asset are classified as operating leases. Rental income arising from operating leases on the Group's investment properties is accounted for on a straight-line basis over the lease terms. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised over the lease term on the same basis as rental income. Contingent rents are recognised as revenue in the period in which they are earned.

### 2.8 Intangible assets

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

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

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

## 2. MATERIAL ACCOUNTING POLICY INFORMATION (CONT'D)

### 2.8 Intangible assets (Cont'd)

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

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

Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in profit or loss when the asset is derecognised.

#### *Club memberships*

Club memberships were acquired separately and have indefinite useful lives. These club memberships are tested for impairment annually, or more frequently.

### 2.9 Impairment of non-financial assets

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

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

Impairment losses of operations are recognised in profit or loss.

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

### 2.10 Subsidiaries

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

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

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

## 2. MATERIAL ACCOUNTING POLICY INFORMATION (CONT'D)

### 2.11 Joint arrangements

A joint arrangement is a contractual arrangement whereby two or more parties have joint control. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require the unanimous consent of the parties sharing control.

A joint arrangement is classified either as joint operation or joint venture, based on the rights and obligations of the parties to the arrangement.

To the extent the joint arrangement provides the Group with rights to the assets and obligations for the liabilities relating to the arrangement, the arrangement is a joint operation. The Group has not classified any joint arrangement as joint operation during the financial year. To the extent the joint arrangement provides the Group with rights to the net assets of the arrangement, the arrangement is a joint venture.

#### *Joint ventures*

The Group recognises its interest in a joint venture as an investment and accounts for the investment using the equity method. The accounting policy for investment in joint ventures is set out in Note 2.12.

### 2.12 Joint ventures and 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 and joint ventures using the equity method from the date on which it becomes an associate or joint venture.

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 is accounted as 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 or joint venture's profit or loss in the period in which the investment is acquired.

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

When the Group's share of losses in the associate or joint venture equals or exceeds the carrying amount of the investment, together with any long-term interests that form part thereof, the Group discontinues recognising its share of further losses.

After the Group's interest is reduced to zero, additional losses are provided for, and a liability is recognised, only to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the associate or joint venture. If the associate or joint venture subsequently reports profits, the Group resumes recognising its share of those profits only after its share of the profits equals the share of losses not recognised.

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

## 2. MATERIAL ACCOUNTING POLICY INFORMATION (CONT'D)

### 2.12 Joint ventures and associates (Cont'd)

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

The financial statements of the associates and joint ventures 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.

### 2.13 Financial instruments

#### (a) **Financial assets**

##### (i) *Initial recognition and measurement*

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

At initial recognition, the Group measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, 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 third party, if the trade receivables do not contain a significant financing component at initial recognition.

##### (ii) *Subsequent measurement*

#### Debt instruments

Subsequent measurement of debt instruments depends on the Group's business model for managing the asset and the contractual cash flow characteristics of the asset. The measurement categories for classification of debt instruments are amortised cost and fair value through profit or loss.

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 amortisation process.

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

##### (iii) *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 for debt instruments is recognised in profit or loss.

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

## 2. MATERIAL ACCOUNTING POLICY INFORMATION (CONT'D)

### 2.13 Financial instruments (Cont'd)

#### (b) *Financial liabilities*

##### (i) *Initial recognition and measurement*

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

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

##### (ii) *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.

##### (iii) *Derecognition*

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expired. On derecognition, the difference between the carrying amounts and the consideration paid is recognised in profit or loss.

### 2.14 Impairment of financial assets

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

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

For trade receivables and contract assets, 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 which could affect debtor's ability to pay.

The Group considers a financial asset in default when contractual payments are 270 days past due. However, in certain cases, the Group may also consider a financial asset to be in default when internal or external information indicates that the Group is unlikely to receive the outstanding contractual amounts in full before taking into account any credit enhancements held by the Group. A financial asset is written off when there is no reasonable expectation of recovering the contractual cash flows.

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

## 2. MATERIAL ACCOUNTING POLICY INFORMATION (CONT'D)

### 2.15 Cash and bank balances

Cash and bank balances comprise cash at banks and on hand, short-term bank deposits and cash in holding accounts that are readily convertible to known amount of cash and which are subject to an insignificant risk of changes in value. For the purpose of the statement of cash flows, cash pledged is excluded from cash and cash equivalents.

### 2.16 Inventories

Inventories are stated at the lower of cost and net realisable value. Cost includes costs of purchases and other costs incurred in bringing the inventories to their present location and condition. Costs include all direct materials, labour costs and those indirect costs incurred in connection with projects on a first-in first-out basis. Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs necessary to make the sale.

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.

Work-in-progress is recorded at the lower of cost and net realisable value.

Finished goods include spare parts for shipyard repair jobs.

### 2.17 Provisions

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

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

#### Provision for reinstatement costs

The Group recognised a provision for reinstatement cost when there is obligation to restore the property, plant and equipment to its original condition upon termination of the contract leases. The reinstatement cost is estimated when modifications are performed on the properties, based on quotations from contractors and management's experience. The provision for reinstatement cost is reviewed annually and adjusted as appropriate. The estimated reinstatement cost is included as part of cost of property, plant and equipment as stated in Note 2.6.

### 2.18 Government grants

Government grants are recognised when there is reasonable assurance that the grant will be received and all attaching conditions will be complied with.

Where the grant relates to an expense item, it is recognised as income on a systematic basis over the periods that the related costs, for which it is intended to compensate, are expensed. Where the grant relates to an asset, the fair value is recognised as deferred income on the statement of financial position over the expected useful life of the relevant asset.

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

## 2. MATERIAL ACCOUNTING POLICY INFORMATION (CONT'D)

### 2.19 Financial guarantee

A financial guarantee 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 original or modified terms of a debt instrument. Where the financial guarantee is given with respect to a banking facility, that facility must be drawn down before the definition of financial guarantee is met as a debt (or debtor) only comes into existence upon draw-down.

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 allowance determined in accordance with the policy set out in Note 2.13 and the amount initially recognised less, when appropriate, the cumulative amount of income recognised in accordance with the principles of SFRS(I) 15.

### 2.20 Borrowing costs

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

### 2.21 Employee benefits

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

The Group participates in the national pension schemes as defined by the laws of the countries in which it has operations. 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.

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

The net defined benefit liability or asset is the aggregate of the present value of the defined benefit obligation at the end of the reporting period reduced by the fair value of plan assets (if any), adjusted for any effect of limiting a net defined benefit asset to the asset ceiling. The asset ceiling is the present value of any economic benefits available in the form of refunds from the plan or reductions in future contributions to the plan.

The cost of providing benefits under the defined benefit plans is determined separately for each plan using the projected unit credit method.

Defined benefit costs comprise the following:

- Service cost
- Net interest on the net defined benefit liability or asset
- Remeasurements of net defined benefit liability or asset

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



# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

## 2. MATERIAL ACCOUNTING POLICY INFORMATION (CONT'D)

### 2.21 Employee benefits (Cont'd)

#### (b) *Defined benefit plans (Cont'd)*

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

Remeasurements comprising actuarial gains and losses, return on plan assets and any change in the effect of the asset ceiling (excluding net interest on defined benefit liability) are recognised immediately in other comprehensive income in the period in which they arise. Remeasurements are recognised in retained earnings within equity and are not reclassified to profit or loss in subsequent periods.

Plan assets are assets that are held by a long-term employee benefit fund or qualifying insurance policies. Plan assets are not available to the creditors of the Group, nor can they be paid directly to the Group. Fair value of plan assets is based on market price information. When no market price is available, the fair value of plan assets is estimated by discounting expected future cash flows using a discount rate that reflects both the risk associated with the plan assets and the maturity or expected disposal date of those assets (or, if they have no maturity, the expected period until the settlement of the related obligations).

The Group's right to be reimbursed of some or all of the expenditure required to settle a defined benefit obligation is recognised as a separate asset at fair value when and only when reimbursement is virtually certain.

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

Employee entitlements to annual leave are recognised as a liability when they are accrued to the employees. The undiscounted liability for leave expected to be settled after the end of the reporting period is recognised for services rendered by employees up to the end of the reporting period.

### 2.22 Revenue

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

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

Revenue from bareboat and time chartering activities is recognised in profit or loss based on the duration of the contracts. Ancillary time charter revenue is recognised over time on a straight-line basis based on the number of days of the charter period, and the corresponding costs are charged to profit or loss using the same basis.

Revenue from ship repair works is recognised at a point in time when the repair works are completed and accepted by customers.

Management fees and ship management fee income are recognised over time when the services are rendered.

Interest income is recognised over time using the effective interest method.

Dividend income is recognised at a point in time when the Group's right to receive the payment is established.

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

## 2. MATERIAL ACCOUNTING POLICY INFORMATION (CONT'D)

### 2.23 Taxes

(a) *Current income tax*

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

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

(b) *Deferred tax*

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

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

- Where the deferred tax liability arises from the initial recognition of 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, associates and interests in joint ventures, where the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax assets shall be recognised for all deductible temporary differences to the extent that it is probable that taxable profit will be available against which the deductible temporary difference can be utilised, unless:

- Where the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination, at the time of the transaction, affects neither accounting profit nor taxable profit or loss, and at the time of transaction, does not give rise to equal taxable and deductible temporary differences; and
- In respect of deductible temporary differences associated with investments in subsidiaries, associates and interests in joint ventures, deferred tax assets are recognised only to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

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

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

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

## 2. MATERIAL ACCOUNTING POLICY INFORMATION (CONT'D)

### 2.23 Taxes (Cont'd)

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

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

(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.

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

### 2.24 Share capital

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

### 2.25 Treasury shares

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

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

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

### 2.26 Contingencies

A contingent liability is:

- (a) a possible obligation that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group; or
- (b) a present obligation that arises from past events but is not recognised because:
  - (i) It is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation; or
  - (ii) The amount of the obligation cannot be measured with sufficient reliability.

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

## 2. MATERIAL ACCOUNTING POLICY INFORMATION (CONT'D)

### 2.26 Contingencies (Cont'd)

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 statements of financial position of the Group, except for contingent liabilities assumed in a business combination that are present obligations and which the fair values can be reliably determined.

## 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 reporting date. Uncertainty about these assumptions and estimates could result in outcomes that could require a material adjustment to the carrying amount of the asset or liability affected in the future periods.

### **Judgements made in applying accounting policies**

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

(a) *Functional currency*

The Group measures foreign currency transactions in the respective functional currencies of the Company and its subsidiaries. In determining the functional currencies of the entities in the Group, judgement is required to determine the currency that mainly influences sales prices for goods and services and of the country whose competitive forces and regulations mainly determines the sales prices of its goods and services. The functional currencies of the entities in the Group are determined based on management's assessment of the economic environment in which the entities operate and the entities' process of determining sales prices.

(b) *Joint arrangements*

The Group has interests in joint arrangements as listed in Note 14. The Group has joint control over these arrangements as under the contractual agreements, joint consent is required from all parties to the agreements for all relevant activities.

The Group's joint arrangements are structured as limited companies and provide the parties to the agreements with rights to the net assets of the limited companies under the arrangements. Therefore, these arrangements are classified as joint ventures.

(c) *Income taxes*

The Group has exposure to income taxes in the respective jurisdictions in which it operates. Significant judgement is involved in determining the 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 provisions in the period in which such determination is made. The carrying amount of the Group's tax payable and deferred tax liabilities as at 31 December 2024 were US\$276,000 (2023: US\$2,007,000) and US\$2,345,000 (2023: US\$2,474,000) respectively.

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

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

### ***Judgements made in applying accounting policies (Cont'd)***

#### (d) *Property, plant and equipment*

An impairment occurs when the carrying amount of an asset or cash-generating unit exceeds its recoverable amount, which is determined as the higher of fair value less costs to sell or value in use. Management assessed the recoverable amount using the higher of fair value less cost to sell or value in use approach, which involved the estimation of fair value by an independent valuer using market approach (willing buyer – willing seller principle) or the computation of discounted future cash flows expected to be generated from the use of the assets respectively for the financial years ended 31 December 2024 and 31 December 2023.

The carrying amount of the Group's property, plant, and equipment as at 31 December 2024 was US\$59,750,000 (2023: US\$46,219,000). Further details regarding the impairment assessment of property, plant, and equipment are disclosed in Note 11 of the financial statements.

### ***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) *Provision for expected credit losses of trade receivables, amounts due from related companies and other receivables*

The Group uses a provision matrix to calculate ECLs for trade receivables, including trade amounts due from related companies. 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 Group uses the probability of default approach for non-trade amounts and loans due from related companies, including other receivables. To estimate the loss allowance for credit losses, the Group performs recoverability assessments to derive the difference between contractual cash flows due in accordance with the contract and all the cash flows that the Group expects to receive, including cash flows from the sale of collateral that are integral to the contractual terms. The fair value of the collateral and forecast economic conditions in the recoverability assessment is a significant estimate where changes in which can result in different levels of allowances.

The information about the ECLs on the Group's trade receivables, amounts due from related companies and other receivables are disclosed in Note 36(a).

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

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

### Key sources of estimation uncertainty (Cont'd)

- (a) *Provision for expected credit losses of trade receivables, amounts due from related companies and other receivables (Cont'd)*

The carrying amount of trade receivables as at 31 December 2024 was US\$8,377,000 (2023: US\$6,714,000). The carrying values for amounts due from related companies and other receivables as at 31 December 2024 are disclosed in Note 15 and Note 18 respectively.

## 4. REVENUE

### Disaggregation of revenue

Segments	Ship Management US\$'000	Shipyard US\$'000	Total US\$'000
<b>2024</b>			
<b>Type of services</b>			
Lease revenue	9,923	–	9,923
Other ancillary time charter revenue	7,267	–	7,267
Ship repair income	–	18,471	18,471
Ship management fee income	8,106	–	8,106
Others	–	75	75
	<b>25,296</b>	<b>18,546</b>	<b>43,842</b>
<b>Timing of transfer of services</b>			
At a point in time	–	18,546	18,546
Over time	25,296	–	25,296
	<b>25,296</b>	<b>18,546</b>	<b>43,842</b>
<b>2023</b>			
<b>Type of services</b>			
Lease revenue	6,092	–	6,092
Other ancillary time charter revenue	5,256	–	5,256
Ship repair income	–	13,852	13,852
Ship management fee income	6,172	–	6,172
Others	–	33	33
	17,520	13,885	31,405
<b>Timing of transfer of services</b>			
At a point in time	–	13,885	13,885
Over time	17,520	–	17,520
	17,520	13,885	31,405

The Group accounts for the lease of vessels for bareboat charter and time charter under SFRS(I) 16 Leases as lease revenue. Time charter comprises lease of vessels and provision of other ancillary services. Other ancillary services include provision of crew and other services under the time charter contracts. The Group separates the lease and non-lease components of time charter by allocating the transaction price based on their relative stand-alone selling prices. The stand-alone selling prices are determined based on market assessment approach where management estimates the market rate for the leases of vessels and services taking into consideration the Group's business pricing strategies and practices. Both lease and other ancillary time charter revenue are recognised over the same duration of the charter period.

Refer to Note 39 for revenue disclosure by operating business segments and geographical location.

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

## 5. OTHER OPERATING INCOME

	Group	
	2024 US\$'000	2023 US\$'000
Interest income from banks and others	174	277
Management fee income	42	177
Government grants	56	53
Gain on sale of held for trading investment securities	18	–
Gain on trade payables no longer payable	100	–
Gain on debt forgiveness of amounts due to related companies	1,835	–
Gain on debt forgiveness of bank loans (Note 25)	10,800	–
Gain on recognition of deferred gain on sale of vessels (Note 23)	4,282	–
Write-back of doubtful receivables, net	–	7,132
Write-back of amounts due from related companies, net	608	2,944
Write-back of property, plant and equipment	–	3,504
Write-back of investment in associates (Note 13)	5,510	–
Net fair value gain on held for trading investment securities	–	22
Reimbursement of expenses from a related party	–	930
Sundry income	620	1,166
Foreign exchange gain, net	–	628
	<b>24,045</b>	<b>16,833</b>

## 6. FINANCE COSTS

	Group	
	2024 US\$'000	2023 US\$'000
Interest expense on:		
– Bank loans carried at amortised cost	89	596
– Lease liabilities (Note 34(a))	303	361
– Perpetual securities	11	38
– Others	10	–
	<b>413</b>	<b>995</b>

## 7. EMPLOYEE BENEFITS

	Group	
	2024 US\$'000	2023 US\$'000
Employee benefits expense (including directors):		
Salaries, wages and benefits	8,659	7,002
Central Provident Fund contributions	762	540
At 31 December	<b>9,421</b>	<b>7,542</b>



# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

## 8. PROFIT BEFORE TAXATION

Profit before taxation for operations is stated after charging/(crediting) the following:

	Group	
	2024	2023
	US\$'000	US\$'000
Audit fees:		
– Auditors of the Company	100	99
– Other auditors	–	19
Non audit fees:		
– Auditors of the Company	25	33
– Other auditors	–	44
Legal and professional fees	148	877
Inventories recognised as an expense in cost of sales (Note 16)	445	210
Employee benefits expense (Note 7)	9,421	7,542
Depreciation of property, plant and equipment (Note 11)	4,703	3,241
Gain on sale for held for trading investment securities	(18)	–
Gain on trade payables no longer payable	(100)	–
Gain on debt forgiveness of amounts due to related companies	(1,835)	–
Gain on debt forgiveness of bank loans (Note 25)	(10,800)	–
Gain on recognition of deferred gain on sale of vessels (Note 23)	(4,282)	–
Impairment/(Write-back) of doubtful trade receivables, net	71	(7,132)
Impairment/(Write-back) of property, plant and equipment (Note 11)	481	(3,504)
Write-back of amount due from related companies, net	(608)	(2,944)
Write-back of investment in associates	(5,510)	–
Net fair value loss/(gain) on derivative	468	(116)
Foreign exchange loss/(gain), net	35	(628)
Lease expenses (Note 34(a))	5,087	5,600

## 9. TAXATION

The major components of income tax credit/(expense) in the consolidated income statements for the years ended 31 December 2024 and 2023 were:

	Group	
	2024	2023
	US\$'000	US\$'000
Current income tax		
– Current year's income taxation	(250)	(1,984)
– Overprovision in respect of prior years, net	1,809	1,080
	1,559	(904)
Deferred income tax		
– Reversal of deferred tax	129	–
Withholding tax	5	(46)
Tax credit/(expense) recognised in consolidated income statement	1,693	(950)

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

## 9. TAXATION (CONT'D)

The reconciliation between the tax expense and the product of accounting profit before taxation multiplied by the applicable tax rate for the financial years ended 31 December 2024 and 2023 was as follows:

	Group	
	2024 US\$'000	2023 US\$'000
Profit before taxation	24,162	15,466
Less: Share of results of associates and joint ventures	(1,207)	(325)
Profit before taxation and share of results of associates and joint ventures	22,955	15,141
Tax expense at Singapore statutory rate of 17% (2023: 17%)	3,902	2,574
Adjustments:		
Income not assessable for tax purposes	(2,872)	(900)
Expenses not deductible for tax purposes	664	106
Overprovision in respect of prior years, net	(1,809)	(1,080)
Effect of partial tax exemption and tax relief	(408)	(130)
Deferred tax assets not recognised	959	334
Net tax exempt (profit)/loss under Section 13A or 13E of the Singapore Income Tax Act and rebate available	(1,995)	-
Reversal of deferred tax	(129)	-
Withholding tax	(5)	46
Tax (credit)/expense recognised in consolidated income statement	(1,693)	950

## 10. EARNINGS PER SHARE

Basic earnings per share is calculated by dividing net of tax profit attributable to equity holders of the Company by the weighted average number of ordinary shares outstanding during the financial year.

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

The following tables reflect the income and share data used in the computation of basic and diluted earnings per share for the years ended 31 December:

	Group	
	2024 US\$'000	2023 US\$'000
Profit for the year attributable to equity holders of the Company	25,853	14,524
	<b>No. of shares '000</b>	<b>No. of shares '000</b>
Weighted average number of ordinary shares for calculation:		
- Applicable to basic earnings per share	1,363,524	450,709
- On a fully diluted basis	1,429,205	496,197

The weighted average number of shares takes into account the weighted average effect of changes in treasury shares transactions during the financial year.

As at 31 December 2024 and 31 December 2023, the Company have not acquired any ordinary shares in the Company through purchases on the Singapore Exchange. There have been no other transactions involving ordinary shares since the reporting date and before the completion of these financial statements.

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

## 11. PROPERTY, PLANT AND EQUIPMENT

	Vessels US\$'000	Drydocking expenditure US\$'000	Plant and equipment US\$'000	Property and buildings US\$'000	Land-use rights US\$'000	Total US\$'000
<b>Group</b>						
<b>Cost:</b>						
At 1 January 2023	5,692	–	10,504	61,645	8,911	86,752
Additions	4,202	–	559	18	51	4,830
Disposals	–	–	(427)	–	–	(427)
Translation differences	–	–	100	994	144	1,238
At 31 December 2023 and 1 January 2024	9,894	–	10,736	62,657	9,106	92,393
Additions	16,092	874	2,433	289	343	20,031
Disposals	–	–	(251)	–	–	(251)
Written off	(227)	–	(1,643)	–	–	(1,870)
Translation differences	–	–	(224)	(2,117)	(317)	(2,658)
At 31 December 2024	<b>25,759</b>	<b>874</b>	<b>11,051</b>	<b>60,829</b>	<b>9,132</b>	<b>107,645</b>
<b>Group</b>						
<b>Accumulated depreciation and impairment loss:</b>						
At 1 January 2023	4,057	–	7,359	32,864	1,843	46,123
Depreciation charge for the financial year	194	–	656	1,918	473	3,241
Disposals	–	–	(344)	–	–	(344)
Write-back of impairment	(3,504)	–	–	–	–	(3,504)
Translation differences	–	–	48	571	39	658
At 31 December 2023 and 1 January 2024	747	–	7,719	35,353	2,355	46,174
Depreciation charge for the financial year	1,614	58	602	1,940	489	4,703
Impairment loss	481	–	–	–	–	481
Disposal	–	–	(135)	–	–	(135)
Written off	(227)	–	(1,643)	–	–	(1,870)
Translation differences	3	–	(124)	(1,247)	(90)	(1,458)
At 31 December 2024	<b>2,618</b>	<b>58</b>	<b>6,419</b>	<b>36,046</b>	<b>2,754</b>	<b>47,895</b>
<b>Net carrying amounts:</b>						
At 31 December 2023	9,147	–	3,017	27,304	6,751	46,219
At 31 December 2024	<b>23,141</b>	<b>816</b>	<b>4,632</b>	<b>24,783</b>	<b>6,378</b>	<b>59,750</b>

Right-of-use assets acquired under leasing arrangements are presented together with the owned assets of the same class. Details of such leased assets are disclosed in Note 34.

During the financial year, there was an increase in land-use rights of US\$343,000 (2023: US\$51,000) due to the increase in lease payments under certain leasing arrangements.

The amount of plant and equipment as at 31 December 2024 included certain equipment with carrying amount of US\$ Nil (2023: US\$337,000) that is under finance lease arrangement.

The cash outflow on acquisition of property, plant and equipment for the financial year 2024 amounted to US\$20,031,000 (2023: US\$4,830,000).

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

## 11. PROPERTY, PLANT AND EQUIPMENT (CONT'D)

### Assets pledged as security

As at 31 December 2024, no property and buildings, and plant and equipment were mortgaged as collateral. The mortgages of property and buildings, and plant and equipment of US\$29,812,000 as at 31 December 2023 were fully released upon repayment of bank loan in accordance with loan agreement during the financial year (Note 25).

### Asset under construction

The amount of property, plant and equipment as at 31 December 2024 included the amount of US\$2,311,156 (2023: US\$ Nil) relating to expenditure for vessels under construction.

### Capitalisation of borrowing costs

The Group capitalises borrowing costs arising from bank loans raised specifically for the purpose of construction of vessels and property and buildings.

As at 31 December 2024 and 31 December 2023, no borrowing costs was capitalised as cost of construction of vessels and property and buildings.

### Impairment of assets

The Group has carried out a review of the recoverable amount of its property, plant and equipment as at 31 December 2024 based on the value in use approach or fair value less costs to sell approach. An impairment loss of US\$481,000 (2023: US\$ Nil), representing the impairment of the property, plant and equipment to the recoverable amount was included in other operating expenses for the financial year ended 2024, whereas a write-back of impairment of US\$3,504,000 was recognised under other operating income in the previous financial year.

## 12. INVESTMENT IN SUBSIDIARIES

	<b>Company</b>	
	<b>2024</b>	<b>2023</b>
	<b>US\$'000</b>	<b>US\$'000</b>
Unquoted equity shares, at cost	<b>51,547</b>	51,447
Performance share awards granted to employees of subsidiaries	<b>163</b>	163
Additions	-	100
Impairment losses	<b>(44,171)</b>	(51,610)
	<b>7,539</b>	100
Movement in allowance for impairment:		
At 1 January	<b>51,610</b>	51,610
Write-back of impairment	<b>(7,439)</b>	-
At 31 December	<b>44,171</b>	51,610

During the financial year, the Company assessed its investments in subsidiaries for impairment and identified a reversal of impairment indicator as the net assets of a subsidiary exceeded the carrying amount of investment cost.

Consequently, a write-back of impairment was recognised on the investment in the subsidiary and the carrying amount was increased to the recoverable amount, determined as the higher of fair value less costs to sell or value in use. The write-back of impairment was primarily due to the continued financial profit generated by the subsidiary, indicating a higher recoverable amount.

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

## 12. INVESTMENT IN SUBSIDIARIES (CONT'D)

### (a) *Composition of the Group*

The Group has the following investment in subsidiaries:

Name of company	Country of incorporation and place of business	Principal activities	Percentage of equity held by the Group	
			2024 %	2023 %
<b><i>Held by the Company</i></b>				
Pacific Crest Pte Ltd <sup>(1)</sup>	Singapore	Ship chartering and ship owning	<b>100</b>	100
Strato Maritime Services Pte Ltd <sup>(1)</sup>	Singapore	Ship chartering and ship agency	<b>100</b>	100
Alstonia Offshore Pte Ltd <sup>(1)</sup>	Singapore	Ship agent and related business	<b>100</b>	100
Crest Subsea International Pte Ltd <sup>(1)</sup>	Singapore	Integrated subsea solutions	<b>100</b>	100
Crest Offshore Marine Pte Ltd <sup>(6)</sup>	Singapore	Investment holding	<b>100</b>	100
CrestSA Marine & Offshore Pte Ltd <sup>(1)</sup>	Singapore	Repair of offshore vessels and other ocean-going vessels	<b>100</b>	100
Sea Radiance Pte Ltd <sup>(1)</sup>	Singapore	Ship chartering, ship owning and ship management services	<b>100</b>	100
<b><i>Held through Alstonia Offshore Pte Ltd</i></b>				
Pacific Offshore Pte Ltd <sup>(1)</sup>	Singapore	Ship owning, ship chartering and ship management	<b>100</b>	100
Pacific Crest (Brunei) Sdn Bhd <sup>(2)</sup>	Brunei	Marketing office	<b>90</b>	90
Radiance Offshore Holdings Pte Ltd <sup>(1)</sup>	Singapore	Investment holding	<b>100</b>	100
Continental Radiance Offshore Pvt Ltd <sup>(3)</sup>	India	Ship chartering and ship owning	<b>100</b>	100
<b><i>Held through Crest Offshore Marine Pte Ltd</i></b>				
Radiance ZJ Pte Ltd <sup>(3)(6)</sup>	Singapore	Ship chartering and ship owning	<b>63</b>	63
Pacific Offshore Marine Pte Ltd <sup>(3)(5)</sup>	Singapore	Ship chartering and ship owning	–	100

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

## 12. INVESTMENT IN SUBSIDIARIES (CONT'D)

### (a) *Composition of the Group (Cont'd)*

Name of company	Country of incorporation and place of business	Principal activities	Percentage of equity held by the Group	
			2024 %	2023 %
<b><i>Held through Crest Subsea International Pte Ltd</i></b>				
PT Cahaya Offshore Indonesia <sup>(3)(5)(7)</sup>	Indonesia	Dormant	–	49
<b><i>Held indirectly through Crest Subsea International Pte Ltd</i></b>				
PT Marine Engineering Services <sup>(3)(5)</sup>	Indonesia	Offshore subsea intervention for oil and gas industry	–	99.5

<sup>(1)</sup> Audited by PKF-CAP LLP, Singapore.

<sup>(2)</sup> Audited by member firms of PKF International in the respective countries.

<sup>(3)</sup> Not significant to Group and not required to be disclosed under SGX Listing Rule 717.

<sup>(4)</sup> Not required to be audited under the laws of the country of incorporation.

<sup>(5)</sup> Liquidated during the financial year.

<sup>(6)</sup> In process of members' voluntary liquidation.

<sup>(7)</sup> On 14 July 2015, the Group's subsidiary company, Crest Subsea International Pte Ltd ("CSI") incorporated a company, PT Cahaya Offshore Indonesia ("PT Cahaya"), in Indonesia, and subscribed for 4,900 Series A shares, representing the entire voting shares and 49% of the total issued shares of PT Cahaya. Since the Group has control over PT Cahaya through its entire voting shares, PT Cahaya is accounted for as a subsidiary of the Group.

According to Law No. 40 Year 2007 on Limited Liability Companies in Indonesia, Indonesian companies are required to allocate a certain amount from its net profit in each financial year as a reserve fund. The reserve fund should be provided until it reaches at least 20% of the issued and paid-up capital of the company. Dividend distribution by the company is based on its net profit after deducting the allocation for the reserve fund.

As the Group's Indonesian subsidiaries were not in retained profit positions as at 31 December 2024 and 31 December 2023, no reserve fund was allocated.

Other than the above, there are no significant restrictions on the Group's ability to use or access assets and settle liabilities of subsidiaries.

Transactions with non-controlling interests have been disclosed in Note 33(a).

### (b) *Interest in subsidiaries with material non-controlling interest*

As at 31 December 2024 and 31 December 2023, the Group has no subsidiaries that have non-controlling interest that are material to the Group.

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

## 13. INVESTMENT IN ASSOCIATES

The Group's carrying amount of investment in associates is summarised below:

	Group	
	2024 US\$'000	2023 US\$'000
PT Jawa Tirtamarin	–	–
PT Logindo Samudramakmur Tbk	14,778	14,778
	<b>14,778</b>	14,778
Accumulated share of results of associates	837	–
Less: Allowance for impairment	(9,268)	(14,778)
	<b>6,347</b>	–
Fair value of investment in PT Logindo Samudramakmur Tbk for which there is a published price quotation <sup>(1)</sup>	<b>7,978</b>	5,292
Movement in allowance for impairment:		
At 1 January	14,778	14,778
Write-back of impairment (Note 5)	(5,510)	–
At 31 December	<b>9,268</b>	14,778

<sup>(1)</sup> The fair value has not considered the liquidity for disposal of the entire shareholding.

During the financial year, the Group assessed its investment in associate for impairment and identified a reversal of impairment indicator due to the completion of debt restructuring of PT Logindo Samudramakmur Tbk ("PT Logindo").

Consequently, a write-back of impairment amounting to US\$5,510,000 (2023: US\$ Nil) was recognised on the investment in PT Logindo. The write-back of impairment was primarily due to the improved financial performance of PT Logindo, indicating a higher recoverable amount.

The write-back did not exceed the cumulative impairment losses previously recognised, which is in accordance with the requirements of SFRS(I) 1-28: Investments in Associates and Joint Ventures.

The associates of the Group as at 31 December were as follows:

Name of company	Country of incorporation and place of business	Principal activities	Percentage of equity held by the Group	
			2024 %	2023 %
<b><i>Held through subsidiaries</i></b>				
PT Jawa Tirtamarin ("PT Jawa") <sup>(1)</sup>	Indonesia	Ship owning, ship chartering and ship brokering	<b>49</b>	49
PT Logindo Samudramakmur Tbk ("PT Logindo") <sup>(2)</sup>	Indonesia	Ship owning and ship chartering	<b>22.64</b>	32.4

<sup>(1)</sup> Not required to be audited under the laws of the country of incorporation.

<sup>(2)</sup> Audited by a member firm of EY Global.



# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

## 13. INVESTMENT IN ASSOCIATES (CONT'D)

On 28 November 2024, PT Logindo issued 1,750,000,000 new shares at IDR 186 per share, the new shares were listed on 29 November 2024 on Bursa Efex Indonesia ("IDX"). Due to this capital increase exercise, the Group's share in PT Logindo was diluted to 22.64%.

The Group has not recognised losses relating to associates where its share of losses exceeded the Group's interest in the associates. The Group's cumulative share of unrecognised losses at the end of the current financial year was US\$14,998,000 (2023: US\$41,229,000) of which US\$314,000 (2023: US\$2,018,000) was the share of losses for the current financial year. The Group has no obligation in respect of these losses.

The summarised financial information of the associates based on their respective IFRS financial statements and a reconciliation with the carrying amount of the investment in associates in the consolidated financial statements are as follows:

### Summarised statement of financial position

	PT Jawa		PT Logindo	
	2024 US\$'000	2023 US\$'000	2024 US\$'000	2023 US\$'000
Net assets/(liabilities)	435	(56,662)	46,420	22,990
Proportion of the Group's ownership	49%	49%	22.64%	32.40%
Group's share of net assets/(liabilities)	213	(27,764)	10,509	7,449
Deferred group's share of net losses	6,899	34,876	8,099	10,322
Deferred group's share of movement in reserves	-	-	33	33
Elimination of gain on sale of vessels	(3,968)	(3,968)	(3,104)	(3,104)
Effects of change in functional currency	(3,144)	(3,144)	-	-
Allowance for impairment	-	-	(9,268)	(14,778)
Other adjustments	-	-	78	78
Carrying amount of the Group's investment in associates	-	-	6,347	-

### Summarised statement of comprehensive income

	PT Jawa		PT Logindo	
	2024 US\$'000	2023 US\$'000	2024 US\$'000	2023 US\$'000
Revenue	-	-	46,552	32,772
(Loss)/Profit after tax	(641)	(4)	2,646	(6,237)
Other comprehensive income	-	-	-	14
Total comprehensive (loss)/income	(641)	(4)	2,646	(6,223)
Group's share of profit for the year	-	-	837	-

The associates are required by the Indonesia Law No. 40 Year 2007 to allocate a certain amount of its net profit in each financial year as a reserve fund. Please refer to Note 12(a) for further details. The reserve fund for PT Logindo as at 31 December 2024 was US\$210,000 (2023: US\$210,000).

No dividend was received from the associates during the financial year ended 31 December 2024 and 31 December 2023.

Consent is required by both shareholders for any dividend distribution proposed by PT Jawa.

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

## 14. INVESTMENT IN JOINT VENTURES

The Group's carrying amount of investment in joint ventures is summarised below:

	Group	
	2024 US\$'000	2023 US\$'000
Alam Radiance (L) Inc		
– Unquoted equity shares, at cost	5,865	5,865
Mainprize Asia Venture Pte Ltd		
– Unquoted equity shares, at cost	1,200	1,200
– Share of post-acquisition profits, net of dividends	783	412
Other joint ventures	14	–*
	<b>7,862</b>	7,477
Less: Allowance for impairment	<b>(5,865)</b>	(5,865)
	<b>1,997</b>	1,612
Movement in allowance for impairment: At 1 January/31 December	<b>5,865</b>	5,865

\* Less than US\$1,000

Name of company	Country of incorporation and place of business	Principal activities	Percentage of equity held by the Group	
			2024 %	2023 %
<b><i>Held through subsidiaries</i></b>				
Alam Radiance (M) Sdn Bhd <sup>(3)</sup>	Malaysia	Ship management and ship chartering	50	50
Alam Radiance (L) Inc <sup>(3)</sup>	Malaysia	Ship owning and ship chartering	49	49
Duta Maritime Alliances Sdn Bhd <sup>(3)(5)</sup>	Malaysia	Ship owning and ship chartering	49	49
Duta Maritime Ventures Sdn Bhd <sup>(3)(5)</sup>	Malaysia	Ship owning and ship chartering	49	49
Aztec Offshore Holdings Pte Ltd <sup>(1)</sup>	Singapore	Ship owning and ship chartering	18.9	18.9
CR Offshore S.A.P.I de C.V. <sup>(4)</sup>	Mexico	Ship management and ship chartering	49	49
CEIBA Maritima, SAPI de CV, SOFOM ENR <sup>(4)</sup>	Mexico	Ship chartering and leasing	50	50
Allianz Radiance Pte Ltd <sup>(4)</sup>	Singapore	Ship owning and ship chartering	50	50
Navigatis Radiance Pte Ltd <sup>(1)</sup>	Singapore	Investment holding	50	50
Pacific Allianz Holdings Pte Ltd <sup>(4)</sup>	Singapore	Investment holding	52	52
Mainprize Asia Ventures Pte Ltd <sup>(1)</sup>	Singapore	Investment holding	49	49
Sawary Marine Ships Management and Operation – L.L.C <sup>(3)(4)</sup>	United Arab Emirates	Ship management and operations	49	–

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

## 14. INVESTMENT IN JOINT VENTURES (CONT'D)

Name of company	Country of incorporation and place of business	Principal activities	Percentage of equity held by the Group	
			2024 %	2023 %
<b><i>Held through joint ventures</i></b>				
Aztec Offshore Holdings Pte Ltd <sup>(1)(6)</sup>	Singapore	Ship owning and ship chartering	<b>40.6</b>	40.6
Radiance Alliance Pte Ltd <sup>(1)</sup>	Singapore	Ship owning and ship chartering	<b>50</b>	50
AR Offshore Pte Ltd <sup>(4)</sup>	Singapore	Ship owning and ship chartering	<b>52</b>	52
Al Hail Marine Services LLC <sup>(4)</sup>	United Arab Emirates	Ship management	<b>52</b>	52
Feng Li Wind Ventures Limited <sup>(2)</sup>	Taiwan	Marine vessels operation and management matters	<b>49</b>	49
Feng Sheng Holding Limited <sup>(4)</sup>	Taiwan	Marine vessels operation and management matters	<b>49</b>	49

<sup>(1)</sup> Audited by PKF-CAP LLP, Singapore.

<sup>(2)</sup> Audited by Deloitte & Touche, Taiwan.

<sup>(3)</sup> Not significant to Group and not required to be disclosed under SGX Listing Rule 717.

<sup>(4)</sup> Not required to be audited under the laws of the country of incorporation.

<sup>(5)</sup> In process of members' voluntary liquidation.

<sup>(6)</sup> On 8 July 2020, the Group's joint venture, Navigatis Radiance Pte Ltd ("NRPL"), acquired an additional 18.9% equity interest in Aztec Offshore Holdings Pte Ltd ("AOH") at a purchase price of US\$25,000 from another shareholder. Following the acquisition, AOH became a subsidiary of NRPL and the Group holds a total effective interest of 59.5%.

During the financial year, the Group invested in a newly incorporated joint venture in UAE, Sawary Marine Ships Management and Operation – L.L.C, which is principally engaged in ship management activities.

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

## 14. INVESTMENT IN JOINT VENTURES (CONT'D)

The Group has not recognised losses relating to joint ventures where its share of losses exceeds the Group's interest in the joint ventures. The Group's cumulative share of unrecognised losses at the end of the current financial year was US\$70,979,000 (2023: US\$70,544,000), of which (US\$435,000) (2023: US\$13,758,000) was the share of (losses)/profits for the current financial year. The Group has no obligation in respect of these losses.

	Cumulative share of unrecognised losses at end of		Share of profit/(loss) for the year ended	
	2024 US\$'000	2023 US\$'000	2024 US\$'000	2023 US\$'000
Navigatis Radiance Pte Ltd Group	(21,476)	(20,567)	(909)	4,731
CR Offshore S.A.P.I. de C.V.	(23,802)	(24,144)	342	(917)
Duta Maritime Ventures Sdn Bhd	(2,453)	(2,446)	(7)	3,724
Duta Maritime Alliances Sdn Bhd	(1,553)	(1,541)	(12)	7,097
Alam Radiance (L) Inc	(11,999)	(11,948)	(51)	(347)
Aztec Offshore Holdings Pte Ltd	(3,022)	(2,866)	(156)	(194)
Other joint ventures	(6,674)	(7,032)	358	(336)
	<b>(70,979)</b>	<b>(70,544)</b>	<b>(435)</b>	<b>13,758</b>

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

	Group	
	2024 US\$'000	2023 US\$'000
The Group's share of the joint ventures (Loss)/Profit after tax	(753)	3,351
Other comprehensive income	-	-
Total comprehensive (loss)/income	<b>(753)</b>	<b>3,351</b>

No dividend was received from joint ventures during the financial year ended 31 December 2024 and 31 December 2023.

There are no significant restrictions on the ability of joint ventures to transfer funds to the Group in the form of cash dividends, or to repay loans and advances.

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

## 15. AMOUNTS DUE FROM RELATED COMPANIES

	Group		Company	
	2024 US\$'000	2023 US\$'000	2024 US\$'000	2023 US\$'000
Amounts due from associates	188	51,906	-	-
Amounts due from joint ventures	45,637	54,866	-	-
Amounts due from related parties	-	1,661	-	-
Amounts due from subsidiaries	-	-	40,302	32,380
	<b>45,825</b>	108,433	<b>40,302</b>	32,380
Less: Allowance for expected credit loss	<b>(33,235)</b>	(90,630)	<b>(8,122)</b>	(8,122)
	<b>12,590</b>	17,803	<b>32,180</b>	24,258
Less: Current portion	<b>(12,182)</b>	(17,395)	<b>(32,180)</b>	(24,258)
Non-current portion	<b>408</b>	408	-	-
Movement in allowance for expected credit loss:				
At 1 January	<b>90,630</b>	131,104	<b>8,122</b>	9,207
Charge for the year	<b>1,281</b>	1,057	-	-
Write-back	<b>(608)</b>	(2,944)	-	(1,085)
Write-off	<b>(57,980)</b>	(38,747)	-	-
Exchange differences	<b>(88)</b>	160	-	-
At 31 December	<b>33,235</b>	90,630	<b>8,122</b>	8,122
Amounts due from related companies comprised:				
Trade	<b>4,107</b>	9,274	<b>12</b>	-
Non-trade	<b>55</b>	1,140	<b>21,699</b>	4,971
Loans	<b>8,428</b>	7,389	<b>10,469</b>	19,287
	<b>12,590</b>	17,803	<b>32,180</b>	24,258
Amounts due from related companies denominated in foreign currency were as follows:				
Singapore Dollar	<b>265</b>	-	<b>15,990</b>	-

Amounts due from related companies are unsecured, non-interest bearing, and are to be settled in cash, except for loans to joint ventures and associates of US\$24,723,032 (2023: US\$20,988,780) which bear weighted average interest rate of 5.0% (2023: 5.0%) per annum. For non-trade amounts due from joint ventures and associates of US\$ Nil (2023: US\$41,589,007) in relation to sale of vessels, the Group has the right to call for ownership and title to the vessels to be re-vested to the Group.

Amounts due from subsidiaries, associates and joint ventures are repayable upon demand. Amounts due from related parties are classified as current assets as the Group expects to recover the amounts within one year.

Loss allowance of US\$1,281,000 (2023: US\$1,057,000) was provided for interest on loans to joint ventures.

Write-back of impairment of US\$608,000 (2023: US\$2,944,000) was mainly due to recovery from joint ventures.

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

## 16. INVENTORIES

	Group	
	2024 US\$'000	2023 US\$'000
<b>Statement of financial position:</b>		
Work-in-progress (at cost)	164	91
Finished goods (at cost or net realisable value)	51	26
	215	117
<b>Consolidated income statement:</b>		
The following is included in consolidated income statement for operations: Inventories recognised as an expense in cost of sales (Note 8)	445	210

## 17. TRADE RECEIVABLES

	Group	
	2024 US\$'000	2023 US\$'000
Trade receivables	8,814	8,217
Less: Allowance for expected credit loss	(437)	(1,503)
	8,377	6,714
Movement in allowance for expected credit loss:		
At 1 January	1,503	18,440
Charge for the year	79	–
Write-back	(8)	(7,132)
Write-off	(1,137)	(9,805)
At 31 December	437	1,503
Trade receivables denominated in foreign currencies were as follows: Singapore Dollar	5,049	3,309

Trade receivables are unsecured, interest bearing and are generally due immediately or on 60-day term. They are recognised at their original invoice amounts which represent their fair values on initial recognition.

Included in trade receivables was an amount of US\$ Nil (2023: US\$176,000) unbilled trade receivables, representing the Group's right to consideration for charter hire earned but not yet billed, as well as shipyard repair jobs done but not billed, as at the reporting date.

Significant changes in unbilled trade receivables are explained as follows:

	Group	
	2024 US\$'000	2023 US\$'000
Unbilled trade receivables at the beginning of the year, reclassified to trade receivables during the year	176	1,033
Unbilled trade receivables at the end of the year	–	176

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

## 18. OTHER RECEIVABLES

	Group		Company	
	2024 US\$'000	2023 US\$'000	2024 US\$'000	2023 US\$'000
Deposits	331	1,473	–	–
Prepayments	228	148	30	25
GST/VAT receivable	439	186	1	7
Recoverables from customers	7,009	6,296	–	–
Advances to staff	107	28	–	–
Advance payment to suppliers	65	78	–	27
Loans to third parties	882	877	–	–
Tax recoverable	–	62	–	–
Other receivables	135	338	–	–
	<b>9,196</b>	9,486	<b>31</b>	59
Less: Allowance for expected credit loss	<b>(687)</b>	(687)	–	–
Current portion	<b>8,509</b>	8,799	<b>31</b>	59
Movement in allowance for expected credit loss: At 1 January and 31 December	<b>687</b>	687	–	–
Other receivables denominated in foreign currencies were as follows:				
Singapore Dollar	4,402	1,082	31	59
Brunei Dollar	72	75	–	–
Indian Rupee	28	25	–	–

Other receivables are unsecured and non-interest bearing, except for loans to third parties which bear a weighted average interest rate of 7.0 % (2023: 7.0%) per annum, are repayable upon demand and are to be settled in cash.

Recoverables from customers of US\$7,009,000 (2023: US\$6,296,000) are in relation to unbilled vessel operating expenses incurred on behalf of customers in the course of carrying out ship management services according to contracts.

Loans to third parties included an amount of US\$882,000 (2023: US\$877,000) secured by investment securities. Interest for this loan was waived from 1 January 2022 to 31 December 2023 per loan addendum dated 1 January 2022, and extended for another two years from 1 January 2024 to 31 December 2025 per loan addendum dated 1 January 2024.

As at 31 December 2024, the Group has provided a cumulative allowance of US\$687,000 (2023: US\$687,000) for impairment of loan to third parties with a nominal amount of US\$882,000 (2023: US\$877,000).

## 19. INVESTMENT SECURITIES

	Group	
	2024 US\$'000	2023 US\$'000
Current:		
At fair value through profit or loss		
– Equity securities (quoted) (Note 37)	–	45
Non-current:		
At fair value through other comprehensive income		
– Equity securities (unquoted) (Note 37)	–	–



# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

## 20. DIVIDENDS

	<b>Group and Company</b>	
	<b>2024</b>	<b>2023</b>
	<b>US\$'000</b>	<b>US\$'000</b>
Proposed dividends on ordinary shares:		
Final cash dividend	<b>530</b>	–

A final one-tier tax exempt cash dividend of 0.05 SGD cents per share (2023: Nil SGD cents per share) in respect of the financial year ended 31 December 2024 has been proposed by the Company for approval by shareholders at the next annual general meeting to be convened. The proposed dividend was declared out of profit for the year ended 31 December 2024 and was not recognised as dividend payable in the statement of financial position of the Company as at 31 December 2024.

During the financial year, interim one-tier tax exempt cash dividends of US\$2,700,000 (2023: US\$ Nil) and US\$1,100,000 (2023: US\$ Nil) were declared by subsidiaries of the Company – Strato Maritime Services Pte Ltd and Alstonia Offshore Pte Ltd respectively. The dividends were declared out of the respective subsidiaries' profits for the year ended 31 December 2024. The dividends will be paid on 20 May 2025 and were recognised as dividend receivables in the statement of financial position of the Company as at 31 December 2024.

## 21. CASH AND BANK BALANCES

	<b>Group</b>		<b>Company</b>	
	<b>2024</b>	<b>2023</b>	<b>2024</b>	<b>2023</b>
	<b>US\$'000</b>	<b>US\$'000</b>	<b>US\$'000</b>	<b>US\$'000</b>
Cash at banks and on hand	<b>17,834</b>	26,676	<b>1,459</b>	3,030
Less: Restricted cash and bank balance	–	(2,021)		
Cash and bank balances in the consolidated cash flow statement	<b>17,834</b>	24,655		
Cash and bank balances denominated in foreign currencies were as follows:				
Singapore Dollar	<b>6,190</b>	9,616	<b>99</b>	72
Indian Rupee	<b>75</b>	82	–	–
Brunei Dollar	<b>72</b>	85	–	–

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

During the financial year, the restricted cash of US\$2,021,000 was set-off against bank loan (Note 25). Consequently, the amount of cash and bank balances that were not available for use was US\$ Nil (2023: US\$2,021,000).

## 22. TRADE PAYABLES

Trade payables are non-interest bearing and are generally settled immediately or on 60-day term. Trade payables denominated in foreign currencies at 31 December were as follows:

	<b>Group</b>	
	<b>2024</b>	<b>2023</b>
	<b>US\$'000</b>	<b>US\$'000</b>
Singapore Dollar	<b>4,466</b>	2,269
Malaysian Ringgit	<b>2</b>	22
Japanese Yen	–	31
Euro	<b>145</b>	76
Brunei Dollar	<b>70</b>	36
United Arab Emirates Dirham	<b>801</b>	220
Saudi Riyal	<b>20</b>	3

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

## 23. OTHER LIABILITIES

	Group		Company	
	2024 US\$'000	2023 US\$'000	2024 US\$'000	2023 US\$'000
Current:				
Other payables	445	231	28	26
Deposits received	32	26	-	-
Accrued operating expenses	12,976	10,029	360	92
Accrued tax expenses	238	185	-	-
Deferred gain on sale of vessels to joint ventures and associates	-	466	-	-
Advance billings to customers	3,176	3,453	-	-
	<b>16,867</b>	14,390	<b>388</b>	118
Non-current:				
Deferred gain on sale of vessels to joint ventures and associates	-	3,817	-	-
Total other liabilities	<b>16,867</b>	18,207	<b>388</b>	118
Other liabilities denominated in foreign currency were as follows:				
Singapore Dollar	<b>8,259</b>	3,701	<b>348</b>	117

Other payables are non-interest bearing and are normally settled immediately or on 60-day term.

Deposits received relate to deposits collected from customers as at 31 December 2024 and 31 December 2023.

Included in accrued operating expenses was US\$ Nil (2023: US\$1,149,584) accrued interest payables for bank facilities.

Deferred gain on sale of vessels to joint ventures and associates are amortised to profit or loss when realised, such as upon disposal or depreciation of the vessels by the joint ventures and associates. During the financial year ended 31 December 2024, deferred gain of US\$4,282,000 was realised as the Group reacquired its previously sold vessel from a joint venture (Note 5).

Advance billings to customers relate to the Group's obligation to transfer services to customers. The Group has received advances from customers for purpose of carrying out ship management services according to contracts.

Significant changes in advance billings to customers are explained as follows:

	Group	
	2024 US\$'000	2023 US\$'000
Advance billings to customers at the beginning of the year, recognised as revenue during the year	3,453	8,121
Advances billings to customers at the end of the year	<b>3,176</b>	3,453

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

## 24. AMOUNTS DUE TO RELATED COMPANIES

	Group		Company	
	2024 US\$'000	2023 US\$'000	2024 US\$'000	2023 US\$'000
Amounts due to associate	-	4	-	-
Amounts due to joint ventures	1,450	3,693	-	-
Amounts due to related parties	-	1,609	-	-
Amounts due to subsidiaries	-	-	7	316
	<b>1,450</b>	<b>5,306</b>	<b>7</b>	<b>316</b>
Amounts due to related companies comprised:				
Trade	1,374	5,226	-	-
Non-trade	76	80	7	8
Loans	-	-	-	308
	<b>1,450</b>	<b>5,306</b>	<b>7</b>	<b>316</b>
Amounts due to related companies denominated in foreign currency were as follows:				
United Arab Emirates Dirham	2	55	-	-

Amounts due to related companies are unsecured, non-interest bearing, repayable on demand and to be settled in cash.

## 25. BANK LOANS

	Group	
	2024 US\$'000	2023 US\$'000
Bank loans – current	-	2,021
Bank loans – non-current	-	28,298

Bank loans relate to the property loan which was denominated in Singapore Dollars and secured by property and building and certain equipment (the "Property") (the "Property Loan"). A portion of the Property Loan with carrying amount of S\$26.7 million bore fixed interest rate of 3.00% per annum, whilst the remaining portion of the Property Loan was interest free. The weighted average interest rate on the Property Loan was 2.09% per annum.

The liability under the Property Loan was dependent on the value of the Property. The lender had the option to sell the Property directly or through the purchase of CrestSA Marine & Offshore Pte Ltd ("CMO" or the "Borrower"), a subsidiary of the Company, (by first acquiring the whole issued and paid-up capital of the Borrower for a purchase consideration of US\$1.00) and apply the net sale proceeds towards settlement of all outstanding amounts under the Property Loan, if the net sale proceeds was insufficient to fully repay the Property Loan, all unpaid amounts were be deemed written off and discharged in full by the lender.

During the year, CMO repaid US\$20.2 million of the Property Loan, the remaining US\$10.8 million of the Property Loan was written off by the lender, thereby discharging in full the Property Loan and all securities in relation thereto, including the corporate guarantee provided by the Company (Note 35). The US\$10.8 million written off by the lender was recognised in the statement of comprehensive income as gain on debt forgiveness (Note 5).

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

## 25. BANK LOANS (CONT'D)

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

	1 January 2024 US\$'000	Cash flows US\$'000	Non-cash changes		31 December 2024 US\$'000
			Foreign exchange US\$'000	Other <sup>(1)</sup> US\$'000	
Bank loans					
– current	2,021	(2,021)	–	–	–
– non-current	28,298	(17,498)	–	(10,800)	–

  

	1 January 2023 US\$'000	Cash flows US\$'000	Non-cash changes		31 December 2023 US\$'000
			Foreign exchange US\$'000	Other US\$'000	
Bank loans					
– current	–	–	–	2,021	2,021
– non-current	29,839	–	480	(2,021)	28,298

<sup>(1)</sup> Amount relates to gain on debt forgiveness of bank loans of US\$10,800,000 (Note 5).

## 26. LEASE LIABILITIES

	Group	
	2024 US\$'000	2023 US\$'000
Lease liabilities	7,012	7,966
Less: Current portion	(421)	(1,046)
Lease liabilities – Non-current portion	6,591	6,920

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

	1 January 2024 US\$'000	Cash flows US\$'000	Non-cash changes			31 December 2024 US\$'000
			Additions <sup>(1)</sup> US\$'000	Foreign exchange US\$'000	Other <sup>(2)</sup> US\$'000	
Lease liabilities						
– Current	1,046	(1,042)	343	(8)	82	421
– Non-current	6,920	–	–	(132)	(197)	6,591
Total	7,966	(1,042)	343	(140)	(115)	7,012

  

	1 January 2023 US\$'000	Cash flows US\$'000	Non-cash changes			31 December 2023 US\$'000
			Additions <sup>(1)</sup> US\$'000	Foreign exchange US\$'000	Other <sup>(2)</sup> US\$'000	
Lease liabilities						
– Current	1,012	(383)	51	19	347	1,046
– Non-current	7,155	–	–	158	(393)	6,920
Total	8,167	(383)	51	177	(46)	7,966

<sup>(1)</sup> Amounts relate to lease reassessment due to increase in land rental during the year.

<sup>(2)</sup> Amounts relate to reclassification of non-current portion of finance lease obligations due to passage of time and reclassification with accounts payable upon billing by the lessors.

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

## 27. PROVISIONS

	<b>Group Reinstatement cost US\$'000</b>
At 1 January 2023	252
Exchange differences	4
At 1 January 2024	<b>256</b>
Exchange differences	(3)
At 31 December 2024	<b>253</b>

Provision relates to reinstatement cost of buildings and is determined based on the estimated cost of reinstating the leased premises when the leases expire in the year 2037, taking into consideration current market assessment of time value of money.

## 28. DEFERRED TAX LIABILITIES

Deferred tax liabilities as at 31 December relates to the following:

	<b>Group</b>			
	<b>Statement of financial position</b>		<b>Consolidated income statement</b>	
	<b>2024 US\$'000</b>	<b>2023 US\$'000</b>	<b>2024 US\$'000</b>	<b>2023 US\$'000</b>
Unremitted foreign sourced income	<b>2,345</b>	2,474	<b>(129)</b>	–
Deferred tax write-back			<b>(129)</b>	–

	<b>Group</b>	
	<b>2024 US\$'000</b>	<b>2023 US\$'000</b>
	Movement in deferred tax liabilities:	
At 1 January	<b>2,474</b>	2,474
Write-back to profit or loss	<b>(129)</b>	–
At 31 December	<b>2,345</b>	2,474

### **Unrecognised tax losses**

At the end of the financial year, the Group has tax losses of approximately US\$6,594,200 (2023: US\$953,000) that are available for set-off against future taxable profits of the companies in which the losses arose. No deferred tax asset is recognised on these losses due to uncertainty of its recoverability. The use of these tax losses is subject to the agreement of the tax authorities and compliance with the relevant provisions of the tax legislation of the respective countries in which the companies operate. The tax losses have no expiry date.

### **Unrecognised temporary differences relating to investment in subsidiaries, joint ventures and associates**

As at 31 December 2024, the aggregate amount of temporary differences associated with the undistributed earnings of subsidiaries, joint ventures and associates of the Group for which deferred tax liabilities have not been recognised is approximately US\$2,463,353 (2023: US\$4,084,617). No liability has been recognised in respect of these differences as such earnings distribution from joint ventures and associates requires the approval of the joint venture partners and shareholders of the associates respectively. No such approval was sought as at reporting date or would be sought in the foreseeable future.

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

## 29. DERIVATIVE WARRANT LIABILITIES

	Group and Company				Exercise price S\$ per warrant share
	2024		2023		
	No. of warrants '000	US\$'000	No. of warrants '000	US\$'000	
Balance at the beginning of the year	<b>45,488</b>	<b>68</b>	45,488	184	
Shareholder Warrants issued during the year (quoted)	<b>11,021</b>	<b>16</b>	–	–	0.025
Fair value adjustment on Shareholder Warrants	–	<b>453</b>	–	(116)	
Management Warrants issued during the year (unquoted)	<b>11,307</b>	–	–	–	0.045
Exchange differences	–	<b>(22)</b>	–	–	
Balance at the end of the year	<b>67,816</b>	<b>515</b>	45,488	68	

On 19 September 2022, an aggregate of 22,454,446 warrants were issued to then existing shareholders of the Company (the "Shareholder Warrants") and an aggregate of 23,033,431 warrants were issued to certain key management personnel of the Company (the "Management Warrants") (collectively the "Warrants").

On 5 February 2024, arising from the Rights Issue by the Company (defined in Note 31),

- (i) an aggregate of 11,021,494 additional Shareholder Warrants were issued to holders of Shareholder Warrants;
- (ii) an aggregate of 11,307,109 additional Management Warrants were issued to holders of Management Warrants;
- (iii) the exercise price of the Shareholder Warrants was adjusted from S\$0.03 to S\$0.025 per warrant share; and
- (iv) the exercise price of the Management Warrants was adjusted from S\$0.06 to S\$0.045 per warrant share.

The Warrants may only be exercised on the date falling on the third anniversary of the issuance of the Warrants or earlier, if all Perpetual Securities (defined in Note 30) have been redeemed by the Company. The Warrants will expire in five years from the date of issuance of the Warrants.

Accordingly, the number of Shareholder Warrants has increased from 22,454,446 Shareholder Warrants to 33,475,940 Shareholder Warrants. The number of Management Warrants has increased from 23,033,431 Management Warrants to 34,340,540 Management Warrants.

Except for the Warrants, there were no convertible securities as at 31 December 2024 and 31 December 2023. As at 31 December 2024, the number of shares that may be issued on exercise of warrants were 67,816,480 (31 December 2023: 45,487,877).

The outstanding Warrants are recognised as a warrant liability on the balance sheet, and are measured at fair value at their inception date and subsequently re-measured at each reporting date with changes being recorded in the statement of profit or loss.

Shareholder Warrants are listed and are considered as Level 1 liabilities on the fair value hierarchy. As at 31 December 2024, the fair value of the Shareholder Warrant liabilities was US\$515,000 (31 December 2023: US\$68,000), based on the listed warrant price of S\$0.021 (31 December 2023: S\$0.004).

Management Warrant are unlisted and are considered as Level 2 liabilities on the fair value hierarchy. Based on the listed price of Shareholder Warrants and adjustment for the different exercise price, management has determined that the fair value of the Management Warrants is US\$Nil as at 31 December 2024 and 31 December 2023.

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

## 30. PERPETUAL SECURITIES

	Group and Company	
	2024	2023
	US\$'000	US\$'000
Balance at the beginning of the year	744	1,492
Redemption during the year	(744)	(748)
Balance at the end of the year	–	744

On 1 September 2021, perpetual securities of S\$3 million were issued by the Company (the "Perpetual Securities"). The Perpetual Securities had no maturity date and had a non-cumulative distribution rate of 2.5% per annum, which was payable annually in arrears. The Perpetual Securities could be redeemed in whole or in part at the Company's option any time on or after the issue date, subject to the Company having positive EBITDA and minimum cash balances of S\$5 million.

Until the Perpetual Securities were fully redeemed, the Company could not declare nor pay any dividends or distributions to shareholders.

The Company redeemed S\$1 million in principal amount of the Perpetual Securities on the first anniversary of the issue date and another S\$1 million on the second anniversary. It then fully redeemed the remaining S\$1 million on the third anniversary on 30 August 2024. All redemptions met the conditions of the Company having positive EBITDA and a minimum cash balance of S\$5 million.

The Perpetual Securities were classified as financial liabilities instead of equity, as the Company had certain contractual obligation in relation to the distribution under the terms of the Perpetual Securities, and the Company did not have unconditional right to avoid (i) delivering cash or (ii) settling in such a way that it would be a financial liability.

## 31. SHARE CAPITAL AND TREASURY SHARES

### (a) Share capital

	Group and Company			
	2024		2023	
	No. of shares '000	US\$ '000	No. of shares '000	US\$ '000
Issued and fully paid ordinary shares:				
Balance at the beginning of the year	451,742	188,878	451,742	188,878
Shares issued during the year	997,284	16,966	–	–
Balance at the end of the year	1,449,026	205,844	451,742	188,878

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

On 1 February 2024, an aggregate of 997,283,445 rights shares were issued by the Company (the "Rights Issue").

Accordingly, the number of issued and paid-up ordinary shares in the Company has increased from 450,709,457 shares (excluding treasury shares) to 1,447,992,902 shares (excluding treasury shares), resulting in an increase in share capital of approximately US\$16,966,000.



# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

## 31. SHARE CAPITAL AND TREASURY SHARES (CONT'D)

### (b) *Treasury shares*

	Group and Company			
	2024		2023	
	No. of shares '000	US\$'000	No. of shares '000	US\$'000
Balance at the beginning and end of the year	(1,033)	(2,135)	(1,033)	(2,135)

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

The Company did not acquire any treasury shares during the financial year. The Company's total treasury shares were 1,032,700 treasury shares as at 31 December 2024 and 31 December 2023.

## 32. OTHER RESERVES

### (a) *Foreign currency translation reserve*

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

	Group	
	2024 US\$'000	2023 US\$'000
At 1 January	(2,340)	(1,798)
Net effect of exchange differences arising from translation of financial statements	(725)	(542)
At 31 December	(3,065)	(2,340)

### (b) *Capital reserve*

#### (i) *Premium paid on acquisition of non-controlling interests*

	Group	
	2024 US\$'000	2023 US\$'000
Balance at the beginning and end of the year	(6,581)	(6,581)

#### (ii) *Gain or loss on reissuance of treasury shares*

This represents the gain or loss arising from purchase, sale, issue or cancellation of treasury shares. No dividend may be paid, and no other distribution (whether in cash or otherwise) of the Company's assets (including any distribution of assets to members on a winding up) may be made in respect of this reserve.

	Group and Company	
	2024 US\$'000	2023 US\$'000
Balance at the beginning and end of the year	(233)	(233)

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

## 32. OTHER RESERVES (CONT'D)

### (b) **Capital reserve (Cont'd)**

#### (iii) *Shares issued to employees*

This represents the difference between the fair value and purchase price of shares granted to management when the Company was listed.

	<b>Group and Company</b>	
	<b>2024</b>	<b>2023</b>
	<b>US\$'000</b>	<b>US\$'000</b>
Balance at the beginning and end of the year	<b>170</b>	170

#### (iv) *Strike off of Subsidiaries*

Due to the strike off of Offshore Subsea Services (Asia Pacific) Pte Ltd in the previous financial year, all capital reserve pertaining thereto was reclassified out and recognised as accumulated losses.

	<b>Group</b>	
	<b>2024</b>	<b>2023</b>
	<b>US\$'000</b>	<b>US\$'000</b>
At 1 January	<b>3,402</b>	–
Reclassification from capital reserve	–	3,402
At 31 December	<b>3,402</b>	3,402

## 33. RELATED PARTY TRANSACTIONS

### (a) **Sale and purchase of goods and services for operations**

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

	<b>Group</b>	
	<b>2024</b>	<b>2023</b>
	<b>US\$'000</b>	<b>US\$'000</b>
<i>Income</i>		
Charter hire income:		
– Joint ventures	<b>6,999</b>	1,412
Ship repair income:		
– Associates	<b>448</b>	1,363
– Related parties <sup>(1)</sup>	–	1,060
Management fee income from:		
– Joint ventures	<b>42</b>	177
Ship management fee income from:		
– Joint ventures	<b>7</b>	–
– Related parties <sup>(1)</sup>	<b>195</b>	3,383
Interest income from:		
– Joint ventures	<b>107</b>	–
Reimbursement of expenses from:		
– Joint ventures	<b>140</b>	–
– Related parties <sup>(1)</sup>	<b>993</b>	930
<i>Expense</i>		
Charter hire expense, ship repair, ship management and other cost of sales to:		
– Joint ventures	<b>759</b>	765
– Related parties <sup>(1)</sup>	–	4,842

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

## 33. RELATED PARTY TRANSACTIONS (CONT'D)

### (a) **Sale and purchase of goods and services for operations (Cont'd)**

<sup>(1)</sup> Related parties refer to ENAV Radiance Group. Pang Wei Kuan is son of Pang Yoke Min, Executive Chairman and controlling shareholder of the Company. He is a director of certain subsidiaries of the Group and Chief Executive Officer of Pacific Radiance Ltd for the financial year ended 31 December 2024. At the same time, he is also a board member of ENAV Radiance Group. As Pang Wei Kuan is a close family member of the controlling shareholder of the Group, ENAV Radiance Group is considered a related party of the Group in accordance with the accounting standards.

### (b) **Compensation of key management personnel (including directors)**

	<b>Group</b>	
	<b>2024</b>	<b>2023</b>
	<b>US\$'000</b>	<b>US\$'000</b>
Short-term employee benefits	<b>2,043</b>	1,378
Central Provident Fund contributions	<b>50</b>	54
	<b>2,093</b>	1,432
<i>Comprise amounts paid to:</i>		
Directors of the Company	<b>876</b>	863
Other key management personnel	<b>1,217</b>	569
	<b>2,093</b>	1,432

## 34. LEASES

### (a) **Group as lessee**

The Group has various lease contracts on land for property and buildings, plant and equipment, and charter vessels used in its operations.

The lease agreements for the lease of land for its property and buildings contain provisions for lease adjustments that are based on market rent conditions and expire in year 2037. The terms do not contain restrictions on the Group's activities concerning dividends, additional debts or entering into other leasing agreements.

The Group also has certain leases of plant and equipment with low value and short-term leases for charter of vessels. The Group applies the 'lease of low-value assets and short-term lease' recognition exemption for these leases.

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

## 34. LEASES (CONT'D)

### (a) *Group as lessee (Cont'd)*

#### (i) Carrying amounts of right-of-use assets classified within property, plant and equipment

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

	Land-use rights US\$'000	Group Plant and equipment US\$'000	Total US\$'000
As at 1 January 2023	7,067	475	7,542
Additions	51	–	51
Disposals	–	(73)	(73)
Depreciation	(473)	(40)	(513)
Translation differences	106	–	106
As at 31 December 2023 and 1 January 2024	6,751	362	7,113
Additions	343	–	343
Disposals	–	(357)	(357)
Depreciation	(489)	(5)	(494)
Translation differences	(227)	–	(227)
As at 31 December 2024	<b>6,378</b>	<b>–</b>	<b>6,378</b>

#### (ii) Lease liabilities

The carrying amounts and the reconciliation of the lease liabilities arising from these financing activities are disclosed in Note 26 and the maturity analysis of lease liabilities is disclosed in Note 36(b).

#### (iii) Amounts recognised in profit or loss

	Group 2024 US\$'000	2023 US\$'000
Depreciation of right-of-use assets	494	513
Interest expense on lease liabilities (Note 6)	303	361
Lease expense not capitalised in lease liabilities: – Expense relating to short-term leases (included in cost of sales)	5,087	5,600
Total (Note 8)	5,087	5,600
Total amount recognised in profit or loss	<b>5,884</b>	6,474

#### (iv) Total cash outflow

During the financial year, the Group had total cash outflows for leases of US\$5,087,000 (2023: US\$5,019,000).

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

## 34. LEASES (CONT'D)

### (b) *Group as lessor*

#### (i) Operating lease

The Group has entered into charter hire leases for its fleet of vessels. The leases have terms between 3 months and 2 years 5 months (2023: 1 day and 3 months), and varying renewal rights, including extension and termination options.

The future minimum lease receivables under leases that are non-cancellable operating lease contracts but not recognised as receivables in the statement of financial position were as follows:

	<b>Group</b>	
	<b>2024</b>	<b>2023</b>
	<b>US\$'000</b>	<b>US\$'000</b>
Not later than one year	<b>12,518</b>	–
Later than one year but not later than five years	<b>7,856</b>	–
	<b>20,374</b>	–

## 35. CONTINGENT LIABILITIES

	<b>Group</b>		<b>Company</b>	
	<b>2024</b>	<b>2023</b>	<b>2024</b>	<b>2023</b>
	<b>US\$'000</b>	<b>US\$'000</b>	<b>US\$'000</b>	<b>US\$'000</b>
Corporate guarantees given for the borrowings of:				
– Subsidiaries	–	18,000	–	18,000
– Associate	<b>5,000</b>	–	<b>5,000</b>	–
	<b>5,000</b>	18,000	<b>5,000</b>	18,000

Corporate guarantee of up to US\$18,000,000 provided by the Company in relation to the Property Loan was discharged during the financial year (Note 25).

Corporate guarantee of up to US\$5,000,000 was provided on a joint and several basis by the Company, Pacific Offshore Pte Ltd ("POPL") and Alstonia Offshore Pte Ltd ("ALO") in relation to the restructured loan facility of PT Logindo during the year. POPL and ALO are wholly owned subsidiaries and PT Logindo is an associated company of the Company. The corporate guarantee is part of the security for the payment obligations of PT Logindo and the performance of associated obligations under the restructured loan facility agreements. The terms of the restructured loan facility agreements also contain a restriction on the change in key management of the Company, a breach of which will result in the corporate guarantee being called on.

## 36. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group's activities are exposed to a variety of 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 foreign currency risk. The Board of Directors reviews and agrees on policies and procedures for the management of these risks.

The directors review and agree policies and procedures for the management of these risks, which are executed by the management team. 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.

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

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

The following sections provide details regarding the Group's exposure to the above-mentioned financial risks and the objectives, policies and processes for the management of these risks.

### (a) **Credit risk**

Credit risk refers to the risk of loss that may arise on outstanding financial instruments should a counterparty default on its contractual obligations. The Group's exposure to credit risk arises primarily from trade receivables, other receivables and amounts due from related companies. For other financial assets (including cash and bank balances and investment securities), the Group minimises credit risk by trading with recognised and credit worthy third parties.

The Group's objective is to seek continual revenue growth while minimising losses incurred due to increased credit risk exposure. It is the Group's policy that all customers who trade on credit terms are subject to credit verification procedures. In addition, receivable balances are monitored on an ongoing basis.

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

The Group has determined the default event on a financial asset to be when oil price stays below US\$40 per barrel for a consecutive 12-month period. Under such a scenario, the Group expects an increase in the expected credit loss due to higher probability of default by customers.

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 forward-looking information which includes the following indicators:

- actual or expected significant adverse changes in business, financial or economic conditions that are expected to cause a significant change to the customer or borrower's ability to meet its obligations;
- actual or expected significant changes in the operating results of the customer or borrower;
- significant increases in credit risk on other financial instruments of the same customer or borrower;
- significant changes in the value of the collateral supporting the obligation; and/or
- significant changes in the expected performance and behaviour of the customer or borrower, including changes in the payment status of customers or borrowers in the group and changes in the operating results of the customer or borrower.

The Group also determines that there is a significant increase in credit risk if a customer or borrower is more than 180 days past due in making contractual payment.

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

- there is significant difficulty of the customer or borrower to repay the debt according to terms;
- a breach of contract, such as a default or past due event; and/or
- it is becoming probable that the customer or borrower will enter bankruptcy or other financial reorganisation.

The Group considers categorising a loan or receivable for potential write-off when a customer or borrower fails to make contractual payments more than a year past due. Financial assets are written off when there is no reasonable expectation of recovery. When loans and receivables have been written off, the Group continues to engage enforcement activity to attempt to recover the receivable due. When recoveries are made, these are recognised in profit or loss.

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

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

### (a) **Credit risk (Cont'd)**

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

#### (i) Trade receivables

The Group applies the simplified approach and provides lifetime expected credit losses for all trade receivables using a provision matrix. The provision rates are determined based on the Group's historical observed default rates analysed in accordance to days past due. In determining the expected credit losses, the Group incorporates forward looking information such as forecast in recovery of oil prices, leading to a decrease in probability of defaults.

Summarised below is the information about the credit risk exposure on the Group's trade receivables (excluding unbilled trade receivables).

	<b>Total US\$'000</b>	<b>Current US\$'000</b>	<b>&lt; 60 days US\$'000</b>	<b>60 to 90 days US\$'000</b>	<b>&gt; 90 days US\$'000</b>
<b>2024</b>					
Gross carrying amount	<b>8,814</b>	<b>3,351</b>	<b>3,578</b>	<b>540</b>	<b>1,345</b>
Allowance for expected credit loss	<b>437</b>	<b>2</b>	<b>206</b>	<b>-</b>	<b>229</b>
	<b>Total US\$'000</b>	<b>Current US\$'000</b>	<b>&lt; 60 days US\$'000</b>	<b>60 to 90 days US\$'000</b>	<b>&gt; 90 days US\$'000</b>
<b>2023</b>					
Gross carrying amount	8,041	1,155	2,764	752	3,370
Allowance for expected credit loss	1,503	-	13	-	1,490

The allowance for expected credit loss for trade receivables as at 31 December reconciles to the opening allowance for expected credit loss as follows:

	<b>Group</b>	
	<b>2024 US\$'000</b>	<b>2023 US\$'000</b>
At 1 January	<b>1,503</b>	18,440
Loss allowance measure at:		
Lifetime expected credit loss		
- Based on provision matrix	-	-
- Credit impaired	<b>79</b>	-
- Write-back	<b>(8)</b>	(7,132)
Written off during the year	<b>(1,137)</b>	(9,805)
At 31 December	<b>437</b>	1,503

Based on the provision matrix, there was no expected credit loss as at 31 December 2024 and 31 December 2023. Trade receivables of US\$79,000 (2023: US\$ Nil) due from debtors that were in significant financial difficulties and/or had defaulted on payments were credit impaired.



# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

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

### (a) **Credit risk (Cont'd)**

#### (ii) Other receivables at amortised cost

The Group applies the general approach and provides expected credit loss for other receivables. In determining the expected credit loss, the Group considers events such as significant adverse changes in financial conditions of a debtor and determines that significant increase in credit risk occurs when there are changes in the events that will likely lead to the default of payments by the specific debtor.

The allowance for expected credit loss for other receivables at amortised cost as at 31 December reconciles to the opening allowance for expected credit loss as follows:

	<b>Group</b>	
	<b>2024</b>	<b>2023</b>
	<b>US\$'000</b>	<b>US\$'000</b>
At 1 January	<b>687</b>	687
Loss allowance measure at:		
Expected credit loss		
– Credit impaired	–	–
At 31 December	<b>687</b>	687

#### (iii) Amounts due from related companies at amortised cost

The Group applies the simplified approach and provides lifetime expected credit losses for trade amounts due from related companies based on a provision matrix similar to trade receivables. The Group applies the general approach and provides expected credit loss for non-trade amounts and loans due from related companies. In determining this expected credit loss, the Group considers events such as significant adverse changes in financial conditions and operating results of the related companies and determines that significant increase in credit risk occurs when there are changes in the events that will likely lead to the default of payments by the specific related company.

A summary of the Group's internal grading category in the computation of the expected credit loss for amounts due from related companies that are non-trade and loans is as follows:

<b>Category</b>	<b>Definition of category</b>	<b>Basis for recognition of expected credit loss allowance</b>	<b>Basis for calculating interest revenue</b>
Grade I	Low risk of default and a strong capacity to meet contractual cash flows.	12-month expected credit losses	Gross carrying amount
Grade II	Significant increase in credit risk, significant increase in credit risk is presumed if interest and/or principal repayments are 180 days past due.	Lifetime expected credit losses	Gross carrying amount
Grade III	Interest and/or principal repayments are 270 days past due and management assessed that there is no reasonable expectation of recovery.	Lifetime expected credit losses/Credit impaired	Amortised cost of carrying amount (net of credit impairment)

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

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

### (a) **Credit risk (Cont'd)**

#### (iii) Amounts due from related companies at amortised cost (Cont'd)

The allowance for expected credit loss for amounts due from related companies at amortised cost as at 31 December reconciles to the opening allowance for expected credit loss as follows:

	Group		Company	
	2024 US\$'000	2023 US\$'000	2024 US\$'000	2023 US\$'000
At 1 January	<b>90,630</b>	131,104	<b>8,122</b>	9,207
Loss allowance measure at:				
Expected Credit Loss				
– Credit impaired	<b>673</b>	(1,887)	–	(1,084)
Written off during the year	<b>(57,980)</b>	(38,747)	–	–
Exchange differences	<b>(88)</b>	160	–	(1)
At 31 December	<b>33,235</b>	90,630	<b>8,122</b>	8,122

#### *Exposure to credit risk*

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

- The carrying amount of each class of financial assets recognised in the statements of financial position.
- Corporate guarantees provided by the Group and Company in the financial year (Note 35).

#### *Credit risk concentration profile*

The Group determines concentrations of credit risk by monitoring the ageing profile of its 5 major customers. As at 31 December 2024, approximately 64% (2023: 13%) of the Group's trade receivables were due from 5 major customers as follows:

	Total US\$'000	Current US\$'000	< 60 days US\$'000	60 to 90 days US\$'000	> 90 days US\$'000
<b>2024</b>					
Top 5 customers	<b>5,375</b>	<b>1,076</b>	<b>3,566</b>	<b>78</b>	<b>655</b>
<b>2023</b>					
Top 5 customers	3,247	1,225	1,204	694	124

27% (2023: 33%) of the Group's financial instruments at amortised cost were due from related companies.

#### *Financial assets that were neither past due nor impaired*

Trade and other receivables that were neither past due nor impaired were with creditworthy debtors that have good payment records with the Group. Cash and short-term deposits, cash in holding accounts and derivatives that were neither past due nor impaired were placed with or entered into with reputable financial institutions or companies with high credit ratings and no history of default.

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

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

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

*Financial assets that were either past due or impaired*

Information regarding financial assets that were either past due or impaired was disclosed in Note 17 (Trade receivables), Note 18 (Other receivables) and Note 15 (Amounts due from related companies).

(b) **Liquidity risk**

Liquidity risk is the risk that the Group will encounter difficulty in meeting financial obligations due to shortage of funds. The Group's exposure to liquidity risk may arise primarily from mismatch of maturities of financial assets and liabilities. The Group has sufficient internally generated funds and receives pre-funding from third-party vessel owners for operating expenses of certain vessels under management by the Group.

*Analysis of financial liabilities by remaining contractual maturities*

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

	<b>One year or less US\$'000</b>	<b>One to five years US\$'000</b>	<b>Over five years US\$'000</b>	<b>Total US\$'000</b>
<b>Group</b>				
<b>2024</b>				
<b>Financial liabilities:</b>				
Trade payables and other liabilities	<b>20,694</b>	–	–	<b>20,694</b>
Amounts due to related companies	<b>1,450</b>	–	–	<b>1,450</b>
Derivative warrant liabilities	–	<b>515</b>	–	<b>515</b>
Lease liabilities	<b>691</b>	<b>2,765</b>	<b>5,530</b>	<b>8,986</b>
Total undiscounted financial liabilities	<b>22,835</b>	<b>3,280</b>	<b>5,530</b>	<b>31,645</b>
<b>2023</b>				
<b>Financial liabilities:</b>				
Trade payables and other liabilities	13,360	–	–	13,360
Amounts due to related companies	5,306	–	–	5,306
Bank loans	3,234	29,753	–	32,987
Derivative warrant liabilities	–	68	–	68
Perpetual securities	–	–	744	744
Lease liabilities	1,367	2,711	6,099	10,177
Total undiscounted financial liabilities	23,267	32,532	6,843	62,642

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

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

### (b) **Liquidity risk (Cont'd)**

*Analysis of financial liabilities by remaining contractual maturities (Cont'd)*

	<b>One year or less US\$'000</b>	<b>One to five years US\$'000</b>	<b>Over five years US\$'000</b>	<b>Total US\$'000</b>
<b>Company</b>				
<b>2024</b>				
<b>Financial liabilities:</b>				
Other liabilities	388	–	–	388
Amounts due to related companies	7	–	–	7
Derivative warrant liabilities	–	515	–	515
Total undiscounted financial liabilities	<b>395</b>	<b>515</b>	–	<b>910</b>
<b>2023</b>				
<b>Financial liabilities:</b>				
Other liabilities	118	–	–	118
Amounts due to related companies	316	–	–	316
Derivative warrant liabilities	–	68	–	68
Perpetual securities	–	–	744	744
Total undiscounted financial liabilities	434	68	744	1,246

The table below shows the contractual expiry by maturity of the Group and Company's contingent liabilities. The maximum amount of the corporate guarantee contracts are allocated to the earliest period in which the guarantee could be called.

	<b>Group</b>		<b>Company</b>	
	<b>One year or less US\$'000</b>	<b>One to five years US\$'000</b>	<b>One year or less US\$'000</b>	<b>One to five years US\$'000</b>
<b>2024</b>				
Corporate guarantees	–	5,000	–	5,000
<b>2023</b>				
Corporate guarantees	18,000	–	18,000	–

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

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

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

Interest rate risk is the risk that the future cash flows of the Group's financial instruments will fluctuate because of changes in market interest rates. The Group's exposure to interest rate risk arises primarily from its bank loans, which were repaid during the financial year.

*Sensitivity analysis for interest rate risk*

As at 31 December 2024 and 31 December 2023, there was no bank loans with floating interest rates.

### (d) **Foreign currency risk**

The Group has transactional currency exposures arising from sales or purchases that are denominated in a currency other than the respective functional currencies of the Group entities, primarily USD.

The Group's financial results can be affected by movements in the USD/SGD exchange rates arising from the portion of cost of sales and operating expenses that are denominated in SGD.

*Sensitivity analysis for foreign currency risk*

The following table demonstrates the sensitivity of the Group's profit before taxation to a reasonably possible change in the SGD exchange rates against the USD, with all other variables held constant. The analysis was performed on the same basis for 2023.

		<b>Group</b>	
		<b>Profit before taxation</b>	
		<b>2024</b>	<b>2023</b>
		<b>US\$'000</b>	<b>US\$'000</b>
USD/SGD	– strengthened 3% (2023: 3%)	<b>130</b>	932
	– weakened 3% (2023: 3%)	<b>(130)</b>	(932)

## 37. FAIR VALUES OF FINANCIAL INSTRUMENTS

The fair value of a financial instrument is the amount at which the instrument could be exchanged or settled between knowledgeable and willing parties in an arm's length transaction, other than in a forced or liquidation sale.

### (i) **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 in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

## 37. FAIR VALUES OF FINANCIAL INSTRUMENTS (CONT'D)

### (ii) *Financial instruments that are carried at fair value*

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

	2024 US\$'000			Total
	Fair value measurements at the end of the reporting period using			
	Quoted prices in active markets for identifiable instruments (Level 1)	Inputs other than quoted prices that are observable (Level 2)	Significant unobservable inputs (Level 3)	
<b>Group</b>				
<i>Liabilities measured at fair value</i>				
Financial liabilities:				
Derivatives not designated as hedging instrument (Note 29)				
Derivative warrant liabilities	515	–	–	515
Financial liabilities as at 31 December 2024	515	–	–	515

	2023 US\$'000			Total
	Fair value measurements at the end of the reporting period using			
	Quoted prices in active markets for identifiable instruments (Level 1)	Inputs other than quoted prices that are observable (Level 2)	Significant unobservable inputs (Level 3)	
<b>Group</b>				
<i>Assets measured at fair value</i>				
Financial assets:				
Equity securities at fair value through profit or loss (Note 19)				
Quoted equity securities	45	–	–	45
Equity securities at FVOCI (Note 19)				
Unquoted equity securities	–	–	–	–
Financial assets as at 31 December 2023	45	–	–	45
<i>Liabilities measured at fair value</i>				
Financial liabilities:				
Derivatives not designated as hedging instrument (Note 29)				
Derivative warrant liabilities	68	–	–	68
Financial liabilities as at 31 December 2023	68	–	–	68

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

## 37. FAIR VALUES OF FINANCIAL INSTRUMENTS (CONT'D)

(iii) **Financial instruments that carrying amounts are reasonable approximation of fair value**

- (a) Trade and other receivables, trade payables and other liabilities, amounts due from or due to related companies, cash and bank balances.

The carrying amounts of these balances approximate fair values due to their short-term nature.

- (b) Bank loans at floating rate, amounts due from related companies and lease liabilities.

The carrying value of the bank loans approximate fair value as these balances are of variable interest rate with repricing features.

The carrying value of lease liabilities and amounts due from or due to related companies approximate fair value as the current lending rates for similar types of lending arrangements are not materially different from the rates obtained or applied by the Group.

(iv) **Financial instruments by category**

Set below is a comparison by category of the carrying amount of all the Group and Company's financial instruments that were carried in the financial statements.

	<b>Financial assets at amortised cost US\$'000</b>	<b>Financial assets at fair value through profit or loss US\$'000</b>	<b>Financial assets at fair value through OCI US\$'000</b>
<b>Group</b>			
<b>2024</b>			
<b>Assets</b>			
Trade receivables	<b>8,377</b>	–	–
Other receivables	<b>7,777</b>	–	–
Amounts due from related companies	<b>12,590</b>	–	–
Cash and bank balances	<b>17,834</b>	–	–
	<b>46,578</b>	–	–
<b>2023</b>			
<b>Assets</b>			
Trade receivables	6,714	–	–
Other receivables	8,325	–	–
Amounts due from related companies	17,803	–	–
Investment securities	–	45	–
Cash and bank balances	26,676	–	–
	59,518	45	–



# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

## 37. FAIR VALUES OF FINANCIAL INSTRUMENTS (CONT'D)

(iv) *Financial instruments by category (Cont'd)*

	Financial liabilities at amortised cost US\$'000	Financial liabilities at fair value through profit or loss US\$'000
<b>Group</b>		
<b>2024</b>		
<b>Liabilities</b>		
Trade payables	7,241	–
Other liabilities	13,453	–
Amounts due to related companies	1,450	–
Derivative warrant liabilities	–	515
Lease liabilities	7,012	–
	<b>29,156</b>	<b>515</b>
<b>2023</b>		
<b>Liabilities</b>		
Trade payables	3,074	–
Other liabilities	10,286	–
Amounts due to related companies	5,306	–
Bank loans	30,319	–
Derivative warrant liabilities	–	68
Perpetual securities	744	–
Lease liabilities	7,966	–
	57,695	68
	<b>Financial assets at amortised cost</b>	
	<b>2024</b>	<b>2023</b>
	<b>US\$'000</b>	<b>US\$'000</b>
<b>Company</b>		
<b>Assets</b>		
Amounts due from related companies	32,180	24,258
Cash and bank balances	1,459	3,030
	<b>33,639</b>	<b>27,288</b>

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

## 37. FAIR VALUES OF FINANCIAL INSTRUMENTS (CONT'D)

(iv) **Financial instruments by category (Cont'd)**

	Financial liabilities at amortised cost US\$'000	Financial liabilities at fair value through profit or loss US\$'000
<b>Company</b>		
<b>2024</b>		
<b>Liabilities</b>		
Other liabilities	388	–
Amounts due to related companies	7	–
Derivative warrant liabilities	–	515
	<b>395</b>	<b>515</b>
<b>2023</b>		
<b>Liabilities</b>		
Other liabilities	118	–
Amounts due to related companies	316	–
Derivative warrant liabilities	–	68
Perpetual securities	744	–
	1,178	68

## 38. CAPITAL MANAGEMENT

Capital includes debt and equity items as disclosed in the table below.

The primary objective of the Group's capital management is to ensure it maintains a strong credit rating and healthy capital ratios in order to support its business, maximise shareholder value and fulfil its financing commitments. No changes were made in the objectives during the financial years ended 31 December 2024 and 31 December 2023.

The Group's capital management strategy includes a mix of debt and equity that are aligned with the Group's business strategies. The Group monitors capital mainly using gearing ratio, which is net debt divided by total equity attributable to equity holders of the Company. The Group defines net debt as bank loans, less cash and bank balances.

	Group	
	2024 US\$'000	2023 US\$'000
Bank loans	–	30,319
Derivative warrant liabilities	515	68
Perpetual securities	–	744
Less: Cash and bank balances	<b>(17,834)</b>	(26,676)
Net (cash)/debt	<b>(17,319)</b>	4,455
Equity attributable to the equity holders of the Company	<b>79,963</b>	37,869
Gearing ratio (%)	<b>N.A.</b>	11.8%

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

## 39. SEGMENT INFORMATION

For management purposes, the Group's operation is organised into two main operating business units based on their services and products:

- (i) The Ship Management business is engaged in the provision of vessel chartering, ship management, ship agency and project management services supporting the offshore oil and gas and offshore wind sectors.
- (ii) The Shipyard business is engaged in ship repair, maintenance, fabrication and conversion activities.

Management monitors the operating results of its business units separately for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on profit from operations. Income taxes are managed on a group basis and are not allocated to operating segments.

Segment results, assets and liabilities include items directly attributable to a segment as well as those that can be allocated on a reasonable basis.

	<b>Ship Management US\$'000</b>	<b>Shipyard US\$'000</b>	<b>Total US\$'000</b>
<b>2024</b>			
<b>Revenue:</b>			
Sales	25,321	18,546	43,867
Inter-segment sales <sup>(1)</sup>	(25)	–	(25)
Sales to external customers	<b>25,296</b>	<b>18,546</b>	<b>43,842</b>
<b>Results:</b>			
Interest income	172	2	174
Finance costs	(21)	(392)	(413)
Depreciation and amortisation	(1,933)	(2,770)	(4,703)
Share of results of associates and joint ventures	1,207	–	1,207
Write-back of amounts due from related companies, net	(400)	(208)	(608)
Segment profit	<b>11,406</b>	<b>12,756</b>	<b>24,162</b>
<b>2024</b>			
<b>Segment assets:</b>			
Investment in associates	6,347	–	6,347
Investment in joint ventures	1,997	–	1,997
Additions to non-current assets <sup>(2)</sup>	17,070	2,961	20,031
Segment assets	<b>70,412</b>	<b>45,347</b>	<b>115,759</b>
<b>Segment liabilities</b>			
	<b>6,458</b>	<b>29,501</b>	<b>35,959</b>

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

## 39. SEGMENT INFORMATION (CONT'D)

### 2023

#### Revenue:

Sales  
Inter-segment sales<sup>(1)</sup>  
Sales to external customers

#### Results:

Interest income  
Finance costs  
Depreciation and amortisation  
Share of results of joint ventures  
Write-back of doubtful receivables, net  
Write-back of amounts due from related companies, net  
Segment profit

	<b>Ship Management US\$'000</b>	<b>Shipyard US\$'000</b>	<b>Total US\$'000</b>
	17,541	13,883	31,424
	(19)	–	(19)
	17,522	13,883	31,405
	277	11	288
	(39)	(956)	(995)
	(476)	(2,765)	(3,241)
	325	–	325
	7,105	27	7,132
	2,944	–	2,944
	15,151	315	15,466

### 2023

#### Segment assets:

Investment in joint ventures  
Additions to non-current assets<sup>(2)</sup>  
Segment assets

#### Segment liabilities

	<b>Ship Management US\$'000</b>	<b>Shipyard US\$'000</b>	<b>Total US\$'000</b>
	1,612	–	1,612
	4,753	77	4,830
	63,436	44,689	108,125
	27,099	43,322	70,421

(1) Inter-segment sales are eliminated on consolidation.

(2) Additions to non-current assets consist of additions to property, plant and equipment.

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

## 39. SEGMENT INFORMATION (CONT'D)

### *Geographical information*

	Revenue		Non-current assets	
	2024 US\$'000	2023 US\$'000	2024 US\$'000	2023 US\$'000
Asia <sup>(1)</sup>	7,799	11,331	–	4,496
Singapore	28,789	16,553	59,890	41,863
Middle East	7,254	3,521	–	–
	43,842	31,405	59,890	46,359

<sup>(1)</sup> Asia includes Brunei, Indonesia and Thailand.

The Group analyses geographical information by region. Countries (other than Singapore) are grouped under key regions of the Group's offshore oil and gas and offshore wind activities.

Revenue is based on the geographical location in which the services are performed. Non-current assets are based on the geographical location of the companies that own the assets. Non-current assets consists of property, plant and equipment and club memberships as presented in the consolidated statements of financial position.

### *Information about major customers*

For the financial year ended 31 December 2024, revenue from 1 major customer of the Ship Management business and 1 major customer of the Shipyard business amounted to US\$7,798,529 and US\$1,600,026 (2023: US\$7,559,078 and US\$1,408,965) respectively.

## 40. 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 28 March 2025.

# STATISTICS OF SHAREHOLDINGS

As at 19 March 2025

## SHARE CAPITAL

Class of shares	:	Ordinary Shares
Number of issued and paid-up shares (excluding Treasury Shares)	:	1,447,992,902
Number of Treasury Shares	:	1,032,700
Number of subsidiary holdings	:	–
Number (Percentage) of Treasury Shares to total number of issued shares excluding Treasury Shares	:	0.07%
Voting rights (excluding Treasury Shares)	:	One vote per share

## DISTRIBUTION OF SHAREHOLDINGS BY SIZE OF SHAREHOLDINGS

Size of Shareholdings	No. of holders of shares	%	No. of Shares	%
1 – 99	33	1.28	1,470	0.00
100 – 1,000	1,060	41.28	562,860	0.04
1,001 – 10,000	979	38.12	3,638,321	0.25
10,001 – 1,000,000	457	17.80	69,759,658	4.82
1,000,001 and above	39	1.52	1,374,030,593	94.89
<b>Total</b>	<b>2,568</b>	<b>100.00</b>	<b>1,447,992,902</b>	<b>100.00</b>

## SUBSTANTIAL SHAREHOLDERS

As recorded in the Register of Substantial Shareholders

Name of Shareholders	Direct Interest No. of Shares	%	Deemed Interest No. of Shares	%
YM InvestCo Pte. Ltd.	186,188,000	12.86	–	–
Pang Yoke Min	730,674,256 <sup>(1)</sup>	50.46	186,188,000 <sup>(2)</sup>	12.86

(1) 100,000,000 shares are held under Citibank Nominees Singapore Pte Ltd.

(2) Mr. Pang Yoke Min is deemed to be interested in the 186,188,000 shares held by YM Invest Co Pte. Ltd. by virtue of Section 4 of the Securities and Futures Act as he and his associates hold 100% of the shares in YM Invest Co Pte. Ltd.

# STATISTICS OF SHAREHOLDINGS

As at 19 March 2025

## LIST OF 20 LARGEST REGISTERED SHAREHOLDERS

No.	Name	No. of Shares	%
1	PANG YOKE MIN	630,674,256	43.56
2	CITIBANK NOMINEES SINGAPORE PTE LTD	422,385,775	29.17
3	DBS NOMINEES PTE LTD	92,967,263	6.42
4	PHILLIP SECURITIES PTE LTD	54,664,620	3.78
5	IFAST FINANCIAL PTE LTD	24,787,460	1.71
6	TANG CHONG SIM	21,410,000	1.48
7	LIM EE LOONG, NICHOLAS (LIN YULONG NICHOLAS)	14,033,000	0.97
8	OCBC SECURITIES PRIVATE LTD	13,720,630	0.95
9	YONG YIN MIN	11,049,200	0.76
10	CHIA IRIS	10,268,800	0.71
11	YUE AH HWA	7,500,000	0.52
12	UNITED OVERSEAS BANK NOMINEES (PRIVATE) LIMITED	6,481,473	0.45
13	MAYBANK SECURITIES PTE. LTD.	5,429,360	0.37
14	SEAH KHENG LUN	4,008,400	0.28
15	TOONG KAM LOY	3,900,000	0.27
16	NJONO SAMPOERNO	3,875,780	0.27
17	RAFFLES NOMINEES (PTE) LIMITED	3,778,870	0.26
18	UOB KAY HIAN PTE LTD	3,616,710	0.25
19	HOCK LIAN SENG INFRASTRUCTURE PTE LTD	3,614,720	0.25
20	THE SINGAPORE POLICE CO-OPERATIVE SOCIETY LTD	3,614,720	0.25
<b>Total:</b>		<b>1,341,781,037</b>	<b>92.68</b>

## SHAREHOLDING HELD IN HANDS OF PUBLIC

Based on information available to the Company as at 19 March 2025, approximately 32.36% of the issued ordinary shares of the Company is held by the public and therefore, Rule 723 of the Listing Manual issued by SGX is complied with.



# STATISTICS OF WARRANT HOLDINGS

As at 19 March 2025

## SHAREHOLDER WARRANTS

Size of Warrant holdings	No. of holders of Warrants	%	No. of Warrants	%
1 – 99	64	2.59	2,669	0.01
100 – 1,000	761	30.79	376,519	1.12
1,001 – 10,000	1,346	54.45	4,862,470	14.53
10,001 – 1,000,000	297	12.01	13,440,849	40.15
1,000,001 and above	4	0.16	14,793,433	44.19
<b>Total</b>	<b>2,472</b>	<b>100.00</b>	<b>33,475,940</b>	<b>100.00</b>

## LIST OF 20 LARGEST REGISTERED WARRANTHOLDERS

No.	Name	No. of Shares	%
1	MOK WENG VAI	6,993,998	20.89
2	YONG YIN MIN	4,118,313	12.30
3	DBS NOMINEES PTE LTD	2,453,173	7.33
4	LIM CHAP HUAT	1,227,949	3.67
5	ONG SWEE WHATT	734,600	2.19
6	CITIBANK NOMINEES SINGAPORE PTE LTD	555,508	1.66
7	LIE KEE KIAK	481,011	1.44
8	FREDDIE TAN POH CHYE	462,029	1.38
9	UNITED OVERSEAS BANK NOMINEES (PRIVATE) LIMITED	379,022	1.13
10	LIEW CHEE KONG	329,700	0.98
11	PHILLIP SECURITIES PTE LTD	312,069	0.93
12	S NALLAKARUPPAN	247,250	0.74
13	MARC-PLAN PTE LTD	245,998	0.73
14	LAU BOON HWEE	242,266	0.72
15	TANG CHONG SIM	236,600	0.71
16	UOB KAY HIAN PTE LTD	231,155	0.69
17	OCBC NOMINEES SINGAPORE PTE LTD	212,363	0.63
18	TAN SIANG SENG	207,235	0.62
19	RAFFLES NOMINEES (PTE) LIMITED	188,275	0.56
20	OCBC SECURITIES PRIVATE LTD	179,178	0.54
	<b>Total:</b>	<b>20,037,692</b>	<b>59.84</b>

# STATISTICS OF WARRANT HOLDINGS

As at 19 March 2025

## MANAGEMENT WARRANTS

Size of Warrant holdings	No. of holders of Warrants	%	No. of Warrants	%
1 – 99	0	0.00	0	0.00
100 – 1,000	0	0.00	0	0.00
1,001 – 10,000	3	50.00	16,817	0.05
10,001 – 1,000,000	0	0.00	0	0.00
1,000,001 and above	3	50.00	34,323,723	99.95
<b>Total</b>	<b>6</b>	<b>100.00</b>	<b>34,340,540</b>	<b>100.00</b>

## LIST OF 20 LARGEST REGISTERED NON LISTED WARRANT HOLDERS

No.	Name	No. of Shares	%
1	RAFFLES NOMINEES (PTE) LIMITED	30,109,435	87.68
2	DBS NOMINEES PTE LTD	2,802,892	8.16
3	PANG YOKE MIN	1,411,396	4.11
4	PANG WEI KUAN	8,058	0.03
5	UNITED OVERSEAS BANK NOMINEES PRIVATE LIMITED	7,708	0.02
6	PANG WEI MENG	1,051	0.00
	<b>Total:</b>	<b>34,340,540</b>	<b>100.00</b>

# NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting ("AGM") of the Company will be held at 15 Pandan Road, Singapore 609263 on Monday, 28 April 2025 at 10.00 a.m. to transact the following businesses:-

## AS ORDINARY BUSINESS

1. To lay before the meeting the Audited Financial Statements of the Company for the financial year ended 31 December 2024 and the Directors' Statement and the Independent Auditors' Report thereon.  
*(See explanatory note 1)*
2. To approve the Directors' fees of S\$300,000 for the financial year ending 31 December 2025. **(Resolution 1)**
3. To re-elect the following Directors who are retiring pursuant to Regulation 89 of the Company's Constitution, and being eligible, offered themselves for re-election:-  

(a) Mr. Aris Sunarko	<b>(Resolution 2)</b>
(b) Mr. Pang Wei Meng	<b>(Resolution 3)</b>

*(See explanatory note 2)*
4. To declare a first and final one-tier tax exempt dividend of 0.05 Singapore cent per ordinary share for the financial year ended 31 December 2024. **(Resolution 4)**
5. To re-appoint Messrs PKF-CAP LLP as auditors of the Company and to authorise the Directors to fix their remuneration. **(Resolution 5)**
6. To transact any other ordinary business which may be properly transacted at an AGM.

## AS SPECIAL BUSINESS

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

7. Authority to allot and issue shares
  - (a) "That, pursuant to Section 161 of the Companies Act 1967, and the listing rules 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;
    - (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,

# NOTICE OF ANNUAL GENERAL MEETING

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,
  - 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 AGM or the date by which the next AGM of the Company is required by law to be held, whichever is the earlier."

(See explanatory note 3)

**(Resolution 6)**

BY ORDER OF THE BOARD

Lin Moi Heyang  
Company Secretary

12 April 2025

**Explanatory Notes:-**

1. This Agenda is meant for discussion only as under the provisions of Section 201 of the Companies Act 1967, the Audited Financial Statements need to be laid before the meeting and hence, the matter will not be put forward for voting.
2. Mr. Aris Sunarko will, upon re-election as a Director of the Company, remain as an Independent Director, Chairman of the Remuneration Committee, and a member of the Audit and Sustainability Committee and Nominating Committee of the Company.  
  
Mr. Pang Wei Meng will, upon re-election as a Director of the Company, remain as an Executive Director, Chief Commercial Officer and a member of the Nominating Committee of the Company.
3. The ordinary resolution no. 6 is to authorise the Directors of the Company from the date of this AGM until the next AGM 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 AGM of the Company.

# NOTICE OF ANNUAL GENERAL MEETING

## Notes:-

1. The AGM will be held physically at 15 Pandan Road, Singapore 609263 on Monday, 28 April 2025 at 10.00 a.m.. **No arrangement will be made for Shareholders to participate in the AGM virtually.** This Notice has been made available on the SGX-ST's as well as the Company's websites at the URLs stated below.

SGX's website : <https://www.sgx.com/securities/company-announcements>  
Company's website : <https://pacificradiance.listedcompany.com/ar.html>

Members may request for printed copies of the Company's Annual Report 2024 by completing and submitting the Request Form sent to them by post together with printed copies of this Notice and the accompanying Proxy Form.

## Submission of questions in advance of the AGM

2. Shareholder may submit questions relating to the resolutions to be tabled for approval at the AGM in advance of the AGM. Such questions must be submitted by **10.00 a.m. on 18 April 2025** in the following manner:-
  - in hard copy by post to reach the Company at 15 Pandan Road, Singapore 609263; or
  - by email to [prl-agm@complete-corp.com](mailto:prl-agm@complete-corp.com)

Shareholders submitting questions are required to state: (a) their full name; (b) their identification/registration number, and (c) the manner in which his/her/its shares in the Company are held (e.g. via CDP, CPF, SRS and/or scrip), failing which the Company shall regard the submission as invalid and not respond to the questions submitted.

All questions submitted in advance of the AGM must be received by the Company by the time and date stated above to be treated as valid.

3. The Company will endeavour to address all substantial and relevant questions received from Shareholders prior to the AGM via SGXNET and on its corporate website by **23 April 2025**.
4. The Company will, within one month after the date of the AGM, publish the minutes of the AGM on SGXNET and the Company's website, and the minutes will include the responses to the questions referred to above.

## Voting by Proxy

5. (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 AGM. Where such member's instrument appointing a proxy(ies) appoints more than one proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the instrument.  
(b) A member who is a relevant intermediary is entitled to appoint more than two proxies to attend, speak and vote at the AGM, 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 instrument appointing a proxy(ies) 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 instrument.

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

6. A proxy need not be a member of the Company.
7. The instrument appointing a proxy(ies) of the AGM must be submitted in the following manner:
  - (a) if submitted in hard copy by post, be lodged at the office of the Singapore Share Registrar and Share Transfer Office at 9 Raffles Place, #26-01 Republic Plaza, Singapore 048619; or
  - (b) if submitted electronically, by sending a scanned pdf copy by email to [prl-agm@complete-corp.com](mailto:prl-agm@complete-corp.com)

in either case, by **10.00 a.m. on 25 April 2025**, being no later than 72 hours before the time fixed for the AGM (the "**Proxy Deadlines**").

A member who wishes to submit an instrument of proxy can do so via post or email and must first download, print, complete and sign the proxy form, before either submitting it by post to the address provided above, or by scanning and sending it to the email address provided above. Instruments of proxy submitted by post are sent at the member's own risk. **All instruments of proxy must be received by the Company by the time and date stated above to be treated as valid.**

# NOTICE OF ANNUAL GENERAL MEETING

8. Investors who hold shares through relevant intermediaries, including Central Provident Fund Investment Schemes ("**CPF Investors**") and/or Supplementary Retirement Scheme ("**SRS Investors**") should approach their respective CPF Agent Banks or SRS Operators to submit their votes at least 7 working days before the AGM. CPF/SRS Investors should contact their respective CPF Agent Banks or SRS Operators for any queries they may have with regard to the appointment of proxy for the AGM.
9. 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.

## **Personal Data Privacy**

By submitting an instrument appointing a proxy(ies) to attend, speak and vote at the AGM and/or any adjournment thereof, a member of the Company (a) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents or service providers) for the purpose of the processing, administration and analysis by the Company (or its agents or service providers) of proxy(ies) 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 or service providers) to comply with any applicable laws, listing rules, take-over rules, regulations and/or guidelines (the "**Purposes**"); (b) warrants that where the member discloses the personal data of the member's proxy(ies) to the Company (or its agents or service providers) the member has obtained the prior consent of such proxy(ies) for the collection, use and disclosure by the Company (or its agents or service providers) of the personal data of such proxy(ies) for the Purposes; and (c) 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.

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# PACIFIC RADIANCE LTD.

(the "Company")  
(Incorporated in the Republic of Singapore)  
(Company Registration No. 200609894C)

## IMPORTANT:

- Pursuant to Section 181(1C) of the Companies Act, Relevant Intermediaries may appoint more than 2 proxies to attend, speak and vote at the annual general meeting ("AGM").
- This Proxy Form is not valid for use and shall be ineffective for all intents and purposes if used or purported to be used by Central Provident Fund ("CPF") Investment Scheme ("CPFIS")/Supplementary Retirement Scheme ("SRS") investors who hold the Company's Shares through CPF Agent Banks/SRS Operators.
- CPFIS/SRS investors who wish to vote should approach their respective CPF Agent Banks/SRS Operators to submit their voting instructions at least seven (7) working days before the date of the AGM.

## PROXY FORM ANNUAL GENERAL MEETING

\*I/We \_\_\_\_\_ (Name) \_\_\_\_\_ (NRIC/Passport Number)  
of \_\_\_\_\_ (Address)  
being a \*Shareholder/Shareholders of Pacific Radiance Ltd. (the "Company"), hereby appoint:

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

and/or (delete as appropriate)

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

Or failing him/her, the **Chairman of the Meeting** as my/our proxy/proxies to attend and to vote for me/us on my/our behalf at the AGM of the Company to be held at 15 Pandan Road, Singapore 609263 on Monday, 28 April 2025 at 10.00 a.m. and at any adjournment thereof. I/We direct my/our proxy/proxies to vote for or against the resolution proposed at the AGM as indicated hereunder. If no specific direction as to voting is given, the proxy/proxies may vote or abstain from voting at his/her discretion, as he/they may on any other matter arising at the AGM.

No.	Ordinary Resolutions	For*	Against*	Abstain*
1.	Approval of Directors' Fees for the financial year ending 31 December 2025			
2.	Re-election of Mr. Aris Sunarko as director			
3.	Re-election of Mr. Pang Wei Meng as director			
4.	Declaration of a first and final one-tier tax exempt dividend of 0.05 Singapore cent per ordinary share for the financial year ended 31 December 2024			
5.	Re-appointment of Auditors			
6.	Authority to allot and issue ordinary shares			

\* Voting will be conducted by poll. If you wish your proxy/proxies to cast all your votes "For" or "Against" the resolution, please indicate with an "X" in the "For" or "Against" box provided in respect of the resolution. Alternatively, please indicate the number of votes "For" or "Against" in the "For" or "Against" box provided in respect of the resolution. If you wish your proxy/proxies to abstain from voting on the resolution, please indicate with an "X" in the "Abstain" box provided in respect of the resolution. Alternatively, please indicate the number of shares your proxy/proxies is directed to abstain from voting in the "Abstain" box provided in respect of the resolution. **In any other case, the proxy/proxies may vote or abstain as the proxy/proxies deem(s) fit on the resolution if no voting instruction is specified.**

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

Total number of Shares held:	No. of Shares
CDP Register	
Register of members	

\_\_\_\_\_  
Signature/Common Seal of Shareholder(s)

**IMPORTANT: PLEASE READ NOTES OVERLEAF**



**NOTES:**

1. Except for a member who is a Relevant Intermediary as defined under Section 181(6) of the Companies Act 1967, a member is entitled to appoint not more than two (2) proxies to attend, speak and vote at the meeting. Where a member appoints more than one (1) proxy, the proportion of his concerned shareholding to be represented by each proxy shall be specified in the proxy form.
2. Pursuant to Section 181(1C) of the Companies Act 1967, a member who is a Relevant Intermediary is entitled to appoint more than two (2) 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 appoints more than two (2) proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the proxy form. A proxy need not be a member of the Company.
3. The instrument appointing a proxy or proxies must be under the hand of the appointor or his attorney duly authorised in writing. Where the instrument appointing a proxy or proxies is executed by a corporation, it must be executed either under its common seal or under the hand of its attorney or duly authorised officer.
4. 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 Constitution and Section 179 of the Companies Act 1967.
5. The instrument appointing a proxy(ies) of the AGM must be submitted in the following manner:
  - a) if submitted in hard copy by post, be lodged at the office of the Singapore Share Registrar and Share Transfer Office at 9 Raffles Place, #26-01 Republic Plaza, Singapore 048619; or
  - b) if submitted electronically, by sending a scanned pdf copy by email to [prl-agm@complete-corp.com](mailto:prl-agm@complete-corp.com)

in either case, by 10.00 a.m. on **25 April 2025**, being no later than 72 hours before the time fixed for the AGM. (the "**Proxy Deadlines**").

A member who wishes to submit an instrument of proxy can do so via post or email and must first download, print, complete and sign the proxy form, before either submitting it by post to the address provided above, or by scanning and sending it to the email address provided above. Instruments of proxy submitted by post are sent at the member's own risk. All instruments of proxy must be received by the Company by the time and date stated above to be treated as valid.

6. A Shareholder should insert the total number of shares held. If the Shareholder has shares entered against his name in the Depository Register (as defined in Section 81SF of the Securities and Futures Act 2001), he should insert that number of shares. If the Shareholder has shares registered in his name in the Register of Members of the Company, he should insert the number of shares. If the Shareholder 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 Shareholder of the Company.
7. 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 Shareholders 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 Shareholders are not shown to have shares entered against their names in the Depository Register at 72 hours before the time appointed for holding the AGM as certified by The Central Depository (Pte) Limited to the Company.
8. Investors who hold shares through relevant intermediaries, including Central Provident Fund Investment Schemes ("CPF Investors") and/or Supplementary Retirement Scheme ("SRS Investors") should approach their respective CPF Agent Banks or SRS Operators to submit their votes at least 7 working days before the AGM. CPF/SRS Investors should contact their respective CPF Agent Banks or SRS Operators for any queries they may have with regard to the appointment of proxy for the AGM.

**PERSONAL DATA PRIVACY:**

By attending the Meeting and/or any adjournment thereof or submitting an instrument appointing a proxy(ies) and/or representative(s), the Shareholder accepts and agrees to the personal data privacy terms set out in the Notice of AGM.





Pacific  
Radiance

**PACIFIC RADIANCE LTD**

COMPANY REGISTRATION NUMBER 200609894C

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