



BACUI TECHNOLOGIES
INTERNATIONAL LTD.

BACUI TECHNOLOGIES
INTERNATIONAL LTD.

2024 ANNUAL REPORT

Global Business Solution

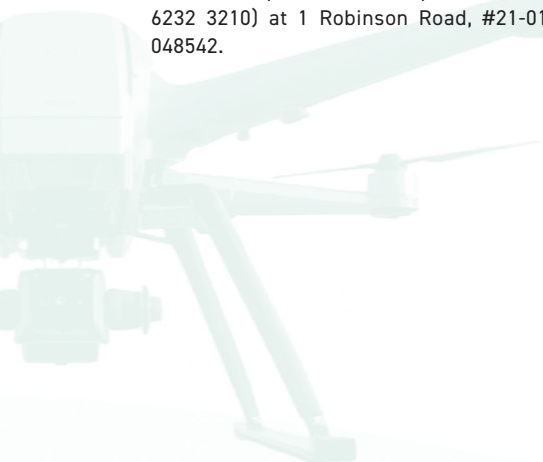


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This Annual Report has been reviewed by the Company's sponsor, SAC Capital Private Limited (the "**Sponsor**"). This Annual Report has not been examined or approved by the Singapore Exchange Securities Trading Limited (the "**Exchange**") and the Exchange assumes no responsibility for the contents of this Annual Report, including the correctness of any of the statements or opinions made or reports contained in this Annual Report.

The contact person for the Sponsor is Ms. Lee Khai Yinn (Tel: (65) 6232 3210) at 1 Robinson Road, #21-01 AIA Tower, Singapore 048542.



CORPORATE INFORMATION

Board of Directors

Yeo Kan Yen

Independent Non-Executive Chairman

Yang Ran

Executive Director

Yang Li

Executive and Strategy Director

Heng Victor Ja Wei

Independent Non-Executive Director

Peng Lei Qing

Independent Non-Executive Director

Nominating Committee

Yeo Kan Yen, *Chairman*

Heng Victor Ja Wei, *Member*

Peng Lei Qing, *Member*

Remuneration Committee

Peng Lei Qing, *Chairman*

Heng Victor Ja Wei, *Member*

Yeo Kan Yen, *Member*

Audit Committee

Heng Victor Ja Wei, *Chairman*

Peng Lei Qing, *Member*

Yeo Kan Yen, *Member*

Company Secretary

Chua Kern

Registered Office

138 Robinson Road

#26-03 Oxley Tower Singapore 068906

Registration No. 199407135Z

Share Registrar

Tricor Barbinder

Share Registration Services

(A division of Tricor Singapore Pte. Ltd.)

9 Raffles Place Republic Plaza Tower 1

#26-01 Singapore 048619

Auditor

Moore Stephens LLP

10 Anson Road #29-15 International Plaza

Singapore 079903

Partner-in-charge: Lao Mei Leng

(Appointed since financial period ended 31 December 2023)

Sponsor

SAC Capital Private Limited

1 Robinson Road #21-01 AIA Tower

Singapore 048542

Principal Bankers

Standard Chartered Bank (Singapore) Limited



CHAIRMAN'S STATEMENT

Dear Shareholders,

On behalf of the Board of Directors of Bacui Technologies International Ltd. (the "**Company**"), I am pleased to present the annual report (the "**AR**") of the Company and its subsidiary corporations (the "**Group**") for the financial year ended 31 December 2024 ("**FY2024**").

Despite the economic slowdown in the People's Republic of China ("**PRC**"), the Group's operations in PRC achieved a profit after tax of S\$828,000 in FY2024.

REVIEW OF FINANCIAL PERFORMANCE

The Company changed its financial year-end to 31 December from 31 March on 15 November 2023. This has led to an overall increase in revenue and expenses for FY2024 as compared to the nine (9) month period ended 31 December 2023 ("**FP2023**") due to the longer reporting period (the "**Overall Increase**").

Revenue

Revenue for FY2024 increased to S\$56.10 million, up from S\$39.94 million in FP2023. This Overall Increase of S\$16.16 million is attributed to overall growth, particularly in catering outsourcing, labour outsourcing, recruitment, and property management services during FY2024.

Other income

Other income decreased by 0.8% due to a decrease in a reversal of estimated credit loss ("**ECL**") on trade and other receivables, and other income amounting to S\$150,000. This decrease is offset by an increase in government subsidies of approximately S\$140,000.

Expenses

Materials and consumables increased by S\$2.96 million due to an increase in cost attributable to catering outsourcing revenue.

The increase in employee compensation by S\$12.83 million is due to the Overall Increase and the increase in labour outsourcing revenue.

Depreciation of property, plant and equipment increased by 84.6% to S\$48,000 as compared to S\$26,000 in FP2023 due to the Overall Increase and also the purchase of office equipment during FY2024.

Rental expenses decreased by 29.4% to S\$0.17 million as compared to S\$0.24 million in FP2023, largely due to a decrease in the rental of vehicles required for projects in FY2024.

Professional fees (including audit fees) decreased by 17.4% to S\$370,000 as compared to S\$450,000 in FP2023 as the Company incurred professional fees in relation to the preparation of the circular for change in name of the Company, change in core business of the Group and adoption of new constitution as well as the disposal of the disposal group during FP2023. The professional fees relating to the rights issue have been charged to the share capital in accordance with SFRS(I).

Other operating expenses decreased by 19% due to the cessation of projects, which resulted in lower office expenses.

Profit/(loss) attributable to shareholders

Profit attributable to shareholders for FY2024 increased to S\$310,000 as compared to a loss of S\$460,000 in FP2023. This is due to:

- Profits of S\$828,000 as compared to S\$360,000 attributable to the Group's China operations;
- Loss incurred by HQ costs and investments decreased by 29.3% to S\$520,000 as compared to S\$740,000 in FP2023; and
- Absence of loss from discontinued operations in FY2024.

REVIEW OF FINANCIAL POSITION AND CASH FLOWS

As at 31 December 2024, the Group's Net Asset Value ("**NAV**") attributable to equity holders of the Company increased to S\$7.83 million as compared to S\$2.80 million in the beginning of the year. NAV per share as at 31 December 2024 was 0.18 Singapore cents as compared with 0.26 Singapore cents as at 31 December 2023.

CHAIRMAN'S STATEMENT

Balance sheet

The increase in trade and other receivables as at 31 December 2024 is due to the following:

- (i) an increase in receivables as a result of an increase in catering outsourcing revenue;
- (ii) project deposits placed for new projects bids; and
- (iii) increase in contract assets relating to revenue earned upon completion of performance obligations.

The increase in trade and other payables as at 31 December 2024 is due to an increase in the cost attributable to catering outsourcing due to higher revenue.

The decrease in contract liabilities is due to lower revenue received in advance from customers.

The increase in amounts due to shareholder as at 31 December 2024 is due to working capital support to the Group obtained.

Cash and cash equivalents increased by S\$5.39 million due to the cash generated from financing activities of S\$6.26 million. The increase was offset by utilisation of cash for operating and investing activities. Please refer to the "Cash-flow" section below for explanation on the cash flow movements.

Cash-flow

Cash and cash equivalents as at 31 December 2024 was S\$15.32 million as compared to S\$9.93 million as at 31 December 2023.

Cash used in operating activities was S\$590,000 as compared to cash generated from operating activities of S\$2.06 million in the previous corresponding period. The cash used in operating activities of S\$590,000 is mainly due to operating cash inflow before working capital changes of S\$530,000, adjusted for an increase in trade and other receivables and an increase in trade and other payables as explained in the "Balance sheet" section.

Cash used in investing activities was S\$280,000 in FY2024 attributable to investment in associated company as announced by the Company on 29 February 2024 amounting to S\$180,000 and additions to office equipment of S\$96,000.

Cash generated from financing activities was due to increase in amounts due to shareholder as explained in the "Balance sheet" section and the net proceeds of S\$4.73 million raised from the rights issue completed in December 2024.

The Group had positive working capital of S\$7.63 million as at 31 December 2024 as compared to S\$2.85 million as at 31 December 2023.

THE YEAR AHEAD

The Group will continue to increase our market share through regional expansion and partnerships. As announced on 26 January 2025, the Company's indirect wholly-owned subsidiary, Bacui Talent (Guangdong) Enterprise Service Co., Ltd. ("**BTES**") has entered into an agreement to undertake the business of human resources outsourcing in the financial services sector specialising in data management, human resources outsourcing and general back-office labour outsourcing in Meizhou city, Guangdong province. In addition, BTES has on 25 March 2025 entered into another agreement with another business partner to incorporate a company in the PRC to collaborate on retail of food and other related products, processing, wholesale and retail of agricultural products, warehousing services and wholesale of kitchenware and groceries.

We are committed in developing and enhancing our domestic human resources and labour outsourcing-related services in China and aim to leverage our financial and operational resources, expand into new regions, forge strategic alliances with reputable local corporations, and uplift revenue regardless of the challenging business environment.

ACKNOWLEDGEMENTS AND APPRECIATION

On behalf of the Board, I would like to take this opportunity to express our sincere appreciation to our customers, suppliers and business partners for their continuous support and trust over the years as well as our shareholders for their continued support and belief in the Group.

I would also like to thank our fellow Directors for their guidance and contribution to the Group. Last but not least, my appreciation goes to staff and management for their efforts and hard work over the past year.

Yeo Kan Yen
Independent Non-Executive Chairman

SUSTAINABILITY REPORT

ABOUT THIS REPORT

Bacui Technologies International Ltd., the “**Company**”, together with its subsidiaries, the “**Group**”, “**Bacui**”, “**we**”, “**us**” or “**our**”) is pleased to present our eighth Sustainability Report (the “**SR**” or “**this Report**”).

This Report provides an overview of the accomplishments and progress made towards Economic, Environment, Social, and Governance (“**EESG**”) matters, such as occupational and customer health and safety, employment, labour and management relations, marketing and labeling, training and education, diversity and equal opportunity, market presence and customer privacy. The data presented in this Report covers the material EESG performance and matters during the financial year from 1 January 2024 to 31 December 2024 (the “**Reporting Period**”).

As the segment in relation to the provision of human resources and labour outsourcing related services (“**HRLOS**”) operated in the People’s Republic of China (“**PRC**”) contributes the most significant portion (approximately 90%) of the Group’s revenue during the Reporting Period, as well as its impacts on the stakeholders, the Group includes HRLOS in PRC as the core business of the Group in the reporting scope for the Reporting Period, which is considered material unless otherwise specified. This Report encompasses all geographical regions in which the Group operates, namely Guangzhou, Foshan, Jiangmen, Zhuhai, Shenzhen, Zhaoqing and Suzhou of the PRC. The scope of the SR is substantially consistent with that of the SR report for the 9 months from 1 April 2023 to 31 December 2023 (the “**corresponding period**”), except for the inclusion of the newly established Suzhou branch in the Reporting Period. The Group will keep assessing major EESG aspects of different businesses and major subsidiaries to determine whether they should be covered in the SR.

This Report is prepared with reference to the Global Reporting Initiative (“**GRI**”) Universal Standards 2021 and is in line with the requirements of the Singapore Exchange Securities Trading Limited Rules 711A and 711B of the Listing Manual Section B: Rules of Catalist (the “**Catalist Rules**”) of the Singapore Exchange Securities Trading Limited (“**SGX-ST**”). The GRI Standards, which are recognised as the representation of international best practices, were chosen as the reporting framework for its strong principles and comprehensive guidance. The GRI content index included at the end of this Report provides a summary of the disclosures.

The Group recognises that preparing climate-related disclosures aligned with the recommendations of the Task Force on Climate-related Financial Disclosures (“**TCFD**”) has been recommended by the SGX-ST in its Practice Note 7F. However, after consideration by the senior management team, as the Group is not materially exposed to climate-related risks or opportunities due to the nature of its business and does not fall under any of the priority TCFD-identified industries that are prioritised for mandatory disclosure, we will progressively work towards reporting on climate-related disclosures consistent with the TCFD recommendations from financial year ending 31 December 2025 (“**FY2025**”) onwards. Nevertheless, the Group collected and disclosed certain climate-related metrics in advance to prepare for subsequent reports. Based on the requirements in Rule 711B of the Catalist Rules and Practice Note 7F, we have mapped our climate-related disclosures based on TCFD Recommendations and a summary is provided in the section *TCFD Content Index*.

We have presented our data in this Report in good faith and to the best of our understanding. We have not sought external assurance for this Report. Our internal review cycle spans over 3 years. For the Reporting Period under review, the monitoring and verification of the disclosed data in this Report are performed internally by management and overseen by the Board. We are dedicated to listening to our stakeholders’ feedback on any aspect of our sustainability performance. You could reach us at <http://yyb.bcjy.cn/contact.php>.

SUSTAINABILITY REPORT

BOARD STATEMENT

Dear Stakeholders,

Bacui Technologies International Ltd. is delighted to present our Sustainability Report, highlighting our unwavering commitment to EESG practices. In these challenging times, we remain steadfast in our dedication to responsible operations and creating a positive impact on the world around us.

The Board of Directors (the “**Board**”) plays a vital role in overseeing the identification, management, and monitoring of the Group’s material EESG factors. We firmly believe that sustainability must be embedded into our decision-making processes and guide our strategic direction. With the unwavering support of the Board, we are dedicated to actively engaging our current and prospective stakeholders, addressing their interests and concerns. By fostering strong partnerships, we aim to advance our sustainability efforts and create long-term value for all stakeholders.

Bacui actively aligns with national strategies and regional development directions, focusing on sustainable and high-quality development. Over the past few years, the Group’s overall operating conditions have been stable with progress. Building upon a stable and high-quality customer base, we actively explore new markets. We are committed to improving operational efficiency, continuously innovating products and services, and maintaining one of the leading positions in the service outsourcing industry. In addition, we continue to promote the adjustment of its business structure, mainly serving governments, financial institutions, state-owned enterprises, etc., and operating in multiple sectors to reduce operational risks.

Bacui, being the first enterprise in Shunde District, Foshan City, Guangdong Province listed in Singapore, demonstrates the comprehensive strength of Chinese enterprises to the international market, but also demonstrates the strong economic development capabilities of the Shunde District. We are committed to solidifying our business operations with sound governance and ethical business practices to achieve sustainable financial performance. In addition, as a Company deeply embedded in the communities we serve, we are committed to fostering social progress and environmental stewardship, and our focus on sustainability remains resolute.

We extend our sincere appreciation to Bacui’s management team, employees, partners, and stakeholders who have played a significant role in our sustainability journey thus far. Your continued support is invaluable, and we eagerly look forward to fostering collaboration with all of you as we collectively work towards achieving our sustainability goals in the future.

Yeo Kan Yen

Independent Non-Executive Chairman

CORPORATE PROFILE

Listed on the Singapore Stock Exchange's Catalist board, Bacui Technologies International Ltd. is an investment holding company, established in 1994 and was listed on the Catalist Board of the SGX-ST in 1997. The Company has business interests in China through the subsidiaries within the Bacui Group. On 29 March 2023, the Company completed the acquisition of Bacui Elitist Technology Limited and its subsidiaries, or the Bacui Group which is engaged in the provision of human resources, labour outsourcing related services, infrastructure management services and food distribution service. Shareholders of the Company have approved the change of core business to that of provision of labour/talent (mainly blue-collar contract workers) to local governments and businesses in the PRC and elsewhere and related services at the EGM held on 31 July 2023. With the disposal of the publishing and moneylending businesses during the corresponding period, Bacui's principal activities changed to the provision of human resources, labour outsourcing related services, financial logistics, data processing, infrastructure management services and food distribution service in the PRC.

Mission Statement and Key Objectives	The Core: Unity of Righteousness and Benefit
	Two Abilities: the ability to embrace happiness, the ability to solve the problems
	Three Creations: create value for customers, create happiness for employees, and create benefits for shareholders
	Four Principles: be grateful, be willing to undertake, be resilient, be highly executive
	Five Habits: make good use of time, communicate and collaborate effectively, pursue life-long learning, continuously improve oneself, and be willing to contribute

Currently, Bacui's main operating services are summarized below:

Human resource and labour outsourcing services	Labour outsourcing services, labour dispatch services, training and development services, recruitment services, talent assessment services, career planning services
Integrated logistics outsourcing services	Security services, environmental management services, equipment management services, catering and cafeteria services, smart city services, fresh food delivery services
Business process outsourcing services	Government affairs monitoring, examination management services, training and inspection, archives management, financial and logistics services, data processing

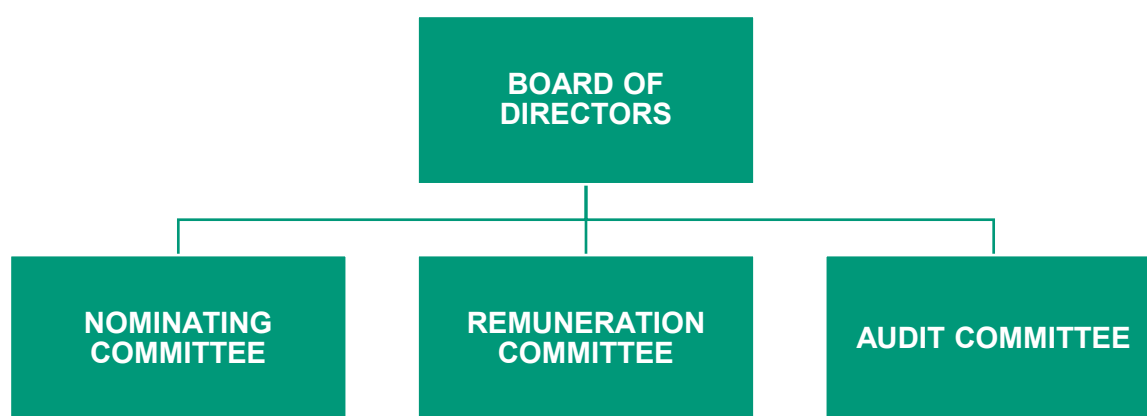


SUSTAINABILITY REPORT

CORPORATE GOVERNANCE

Bacui places great importance on upholding exemplary corporate governance practices, accountability, adherence to the law, and integrity. We recognise the significance of establishing a sound corporate governance framework to promote the long-term success and sustainability of our business. Our corporate governance structure encompasses various policies and procedures, which are in accordance with the principles and guidelines outlined in the Code of Corporate Governance 2018.

The Board oversees the development of the Group's overall corporate governance practices, and actively promotes the development and implementation of sustainability strategies that incorporate environmental elements. These strategies are formalised by senior management to ensure their alignment with our business objectives, and reflect our commitment and action to environmental protection.



Board of Directors

- Yeo Kan Yen (Independent Non-Executive Chairman)
- Yang Ran (Executive Director)
- Yang Li (Executive and Strategy Director)
- Heng Victor Ja Wei (Independent Non-Executive Director)
- Prof Peng Lei Qing (Independent Non-Executive Director)

Nominating Committee

- Yeo Kan Yen (Chairman)
- Heng Victor Ja Wei (Member)
- Prof Peng Lei Qing (Member)

Remuneration Committee

- Prof Peng Lei Qing (Chairman)
- Heng Victor Ja Wei (Member)
- Yeo Kan Yen (Member)

Audit Committee

- Heng Victor Ja Wei (Chairman)
- Prof Peng Lei Qing (Member)
- Yeo Kan Yen (Member)

SUSTAINABILITY GOVERNANCE

The Board's commitment to sustainable development includes the development of management policies and strategies to ensure that environmental protection, social responsibility and effective governance practices are taken into account in the operations of the Group. This commitment is reflected in our overall vision and strategies to ensure that the Group's business activities comply with environmental regulations, adopt sustainable practices, focus on employee well-being and establish an effective governance structure. The Board values the link between the sustainable development and the business, as the Group's long-term success and profitability are closely linked to its EESG performance. Effective environmental management, social responsibility and good governance structures not only help reduce risk, but also enhance the attractiveness of the Group to investors, customers and employees. Therefore, the sustainable development commitment of the Board directly affects business performance and long-term development of the Group. The Group mainly adopts the following four aspects as the main measures to promote the sustainable development process:

- i. To ensure that sustainable development considerations are fully taken into account in our operations by establishing relevant management policies, strategies, priorities and objectives. These management policies and strategies should be closely related to business development to ensure that the Group can achieve profitability while also reducing environmental impact, fulfilling social responsibility and promoting social progress. We adopt a risk management system under a top-down risk management structure. The Board has the overall responsibility of maintaining sound EESG risk management and internal control systems within the Group. The Board is responsible for identifying and assessing the Group's significant EESG risks, determining related risk levels, and formulating counter measures for which management is implemented by relevant departments and business units.
- ii. To ensure that the EESG performance of the Group is achieved through regular reviews and timely adjustments to management policies and strategies. This practice helps to ensure that our commitment is aligned with business development and helps to enhance our brand image and reputation. The Board is also responsible for reviewing and monitoring the effectiveness of the Group's EESG risk management and internal control systems, and for ensuring that the Group has taken reasonable measures to manage significant risks. The Group believes that EESG risks have gradually become an important factor in its business, and has taken the approach to incorporate EESG risks into its routine risk management process as a means of enhancing its overall risk evaluation, prioritizing and management and control capabilities.
- iii. To systematically manage the setting, promotion and review of sustainable targets. The Board works with the Group's internal ESG team to ensure that the measurement mechanisms and industry benchmarks adopted are in line with industry standards and best practices. The ESG team, under the leadership of the Board, comprise heads from the various departments and is responsible for reporting to the Board regularly. In order to assess the progress of our sustainability goals, the Board sets baseline based on the actual situation of the Group, which serves as a reference point and makes comparison from time to time. The Board reviews and evaluates the EESG performance or results with respect to sustainable targets. If we fail to meet the targets, the board should require analysis and disclosure of the reasons. The Board, in cooperation with the senior management, develops appropriate continued strengthening or adjustment measures in response to the performance of the targets. This may include resetting targets, adjusting strategies, and strengthening resources to ensure that the Group can make progress on sustainable development. Remuneration policies for the Board and executives are linked to the targets and performance of managing the impact on EESG, which may include incorporating sustainable targets into compensation incentives to motivate management and employees to make progress on sustainability.

SUSTAINABILITY REPORT

- iv. Responsible for the review and approval of the SR through the establishment of a dedicated review committee. The Group's internal ESG team or an external professional team is commissioned to collect and process the data to ensure that the Report complies with the relevant principles (please refer to the section Material Topics), and meets the relevant reporting requirements and standards. The Board reviews the disclosures in the Report to ensure that the company makes full disclosure which is material and transparent, without withholding or misrepresenting information. After all, the Board approves the disclosure data in the SR to ensure that it is consistent with the values and commitments of the Group and meets the expectations of stakeholders.

CORPORATE INFORMATION

Training and Updates for the Board

During the Reporting Period, the Company Secretary and independent auditor ensured the Board stayed informed about regulatory updates and new and/or changes in accounting standards requirements, respectively. At each Board meeting, the Executive Directors provided timely updates on business and strategy developments, including significant concerns and the Company's risk areas.

Furthermore, in compliance with the enhanced SGX-ST sustainability reporting rules announced in December 2021, as at the date of this Report, all the Directors have completed the mandatory ESG training course.

Internal Control

The Board ensures that Management maintains a sound system of internal controls and effective risk management policies to safeguard shareholders' interests and the Group's assets and in this regard, is assisted by the AC which conducts the reviews of the adequacy and effectiveness of the Group's internal controls and risk management systems. The system is designed to manage rather than eliminate the risk of failure to achieve business objectives, and can provide only reasonable and not absolute assurance against material misstatement or loss. In the Reporting Period, the Board has received assurances from the Executive Directors of the Company that the Group's financial records have been properly maintained and the financial statements give a true and fair view of the Group's operations and finances, and the Group's risk management and internal control system were adequate and effective.

All employees are required to adhere to our stringent Code of Conduct, which addresses conflicts of interest and fraud. To ensure that our senior management stays informed about relevant regulations and changes in the Companies Act, the Company Secretary provides updates on a yearly basis. We are committed to protecting the interests of our stakeholders, and as part of this commitment, we assess and update our Code of Conduct once a year. Additionally, we have implemented various measures to mitigate the risk of corruption, including periodic updates from senior management to the Board regarding strategic changes and performance measures. These measures enable the Board to actively monitor and promptly respond to any potential risks. The Group has in place a whistle-blowing policy to ensure independent investigations of complaints relating to fraud, corruption, possible improprieties in financial reporting, breach of law, non-compliance with the Group's code of conduct and business practices, and any wrongful acts by any employees of the Group, and for appropriate follow-up action. For more detailed information, we encourage you to refer to the "Corporate Governance Report" section in the Annual Report ("AR").

Supply Chain Management

Due to the nature of business, the Group did not engage with any long-term key suppliers during the Reporting Period. Furthermore, the Group did not engage any subcontractors to provide human resources services to any of its clients. Nevertheless, the Group is committed to giving priority to products and suppliers that meet environmental standards in the procurement process, encouraging partners to work together on sustainable development and environmental protection. The Group has developed a supply chain environmental and social risk management policy, and designated an internal management team responsible for the corresponding processes, including monitoring the compliance of supplies and regularly conducting comprehensive social and environmental risk assessments of suppliers. These processes cover any negative environmental or social impacts within the suppliers' operations, including violations of national and local environmental protection laws and regulations, human rights violations and child labour. In addition, our daily cooperation agreements with suppliers clearly stipulated that suppliers shall not commit bribery, fraud or other misconduct in the performance of contracts. The agreement clearly also states the consequences for breach of the terms, including termination of the contract, fines and legal liability.

Memberships of Associations and Permits

The Group has joined Guangdong Province Human Resource Management Association* (廣東省人力資源管理協會), Foshan Shunde District Property Management Industry Association* (佛山市順德區物業管理行業協會) and Foshan Shunde District Labour Security Promotion Association* (佛山市順德區勞動保障事業促進會), in order to acquire the latest industry knowledge and technology, gain a comprehensive market understanding and access greater learning opportunities for our team.

STAKEHOLDER ENGAGEMENT

We regularly engage with diverse stakeholders through various platforms, leveraging on their feedback to shape our strategy and promote transparency. This table summarises our key stakeholders, engagement methods, and their concerns and expectations.

Stakeholder	Concerns	How We Engage	Expectations And Actions
Customers	<ul style="list-style-type: none"> Service Quality 	<ul style="list-style-type: none"> Formal meeting Feedback from marketing staff Daily communication and feedback with customers 	Expanding our outreach and continuing to provide exemplary services to our customers through communication and analysis of changing needs while providing solutions to customers.
Supplier	<ul style="list-style-type: none"> Service/Products Quality Service Experience 	<ul style="list-style-type: none"> Feedback from daily communication Quality Assessment 	Complying with the Group's internal purchasing procedures and ensuring effective communication with suppliers to ensure the quality and efficiency of the services/products provided by suppliers.
Employees	<ul style="list-style-type: none"> Opportunities Fairness 	<ul style="list-style-type: none"> Daily communication Formal interviews Satisfaction surveys Employee evaluations 	Providing constant communication with our employees and ensuring fair and non-discriminatory practices at our workplace.

* The English name is for identification purpose only.

SUSTAINABILITY REPORT

Stakeholder	Concerns	How We Engage	Expectations And Actions
Shareholders	<ul style="list-style-type: none"> • Company Growth • Transparency 	<ul style="list-style-type: none"> • Shareholders meetings • Keeping abreast with updated information on the Company's website http://yyb.bcjy.cn • Updates via SGXNet Announcements 	Conveying timely, complete and credible information to shareholders through announcements and creating long term value and economic growth.
Government and Regulators	<ul style="list-style-type: none"> • Compliance with relevant regulatory and industry standards and guidelines 	<ul style="list-style-type: none"> • Information disclosure • Reports • Consultations and survey organised by key regulatory bodies 	Aiming to comply with policies and regulations required by the respective authorities at all times.

MATERIAL TOPICS

To ensure continued relevance of our material EESG topics, we conducted a survey during the Reporting Period with internal and external stakeholders. Based on the feedback received from our stakeholders, the Board has identified and prioritized the topics based on their materiality. The Material EESG factors are also identified with reference to the Sustainability Accounting Standards Board's ("SASB") Standards and GRI's principles of accuracy, balance, clarity, comparability, completeness, sustainability context, timeliness, and verifiability to ensure report quality.

The material topics for the Reporting Period identified are listed below:

- Customer privacy
- Occupational health and safety
- Customer health and safety
- Employment
- Labour/management relations
- Market and labeling
- Training and education
- Diversity and equal opportunity
- Market Presence

EMPLOYMENT AND LABOUR/MANAGEMENT RELATIONS

Why is it Material

Employees are our internal stakeholders and are pivotal to our success. In our organisation, we recognise the immense value of our employees and strive to minimise employee turnover. Labour and management relations promote effective communication, conflict resolution, employee satisfaction, and decision-making. By fostering a positive relationship, we create a harmonious work environment that benefits both employees and management, leading to a more successful and sustainable business.

Management Approach

The Group strictly abides by the laws and regulations of the PRC regarding employment, including but not limited to the Labour Law of the PRC* (《中華人民共和國勞動法》), the Labour Contract Law of the PRC* (《中華人民共和國勞動合同法》), the Social Insurance Law of the PRC* (《中華人民共和國社會保險法》), the Employment Promotion Law of the PRC* (《中華人民共和國就業促進法》), and the Law of the PRC on the Protection of Minors* (《中華人民共和國未成年人保護法》) and other laws and regulations.

The Group has formulated a series of human resource management policies including but not limited to recruitment, attendance, onboarding and offboarding process, promotion, salary, performance appraisal. We specifically forbid forced labour and child labour and take its prevention very seriously (please refer to section Labour Standards). Additionally, all employees are informed of the relevant information which clearly states the policies, employment guidelines, remuneration package and Code of Conduct of the Group. We maintain beneficial plans for all full-time employees such as contributions to social insurance, accumulation fund, group accident insurance and medical insurance. We specifically forbid forced labour and child labour and take its prevention very seriously. During the recruitment process, the Personnel Department of the Group will check identity cards and age-related documents of employees and candidates to verify that the minimum statutory working age is met. Additionally, all employees are informed of the relevant information which clearly states the policies, employment guidelines, remuneration package and Code of Conduct of the Group. With an emphasis on work-life balance, the Group neither encourages nor forces employees to work overtime. The Group keeps a record of attendance and leave to ensure working time and rest days of all employees comply with the laws and regulations. In the event of any discovery of forced labour or child labour, the Group will promptly carry out investigation and rectification.

In addition, we typically provide employees and their representatives with a minimum notice of 30 days prior to the implementation of significant operational changes that could cause substantial effects.

* The English name is for identification purpose only.

SUSTAINABILITY REPORT

Performance

During the Reporting Period, we continued to advocate for a stable and dynamic group. While we make effort to minimise staff turnover, we also strive to find fresh workforce. In addition, we remain committed to fostering a positive labour and management relationship. All our employees are from PRC. The following tables provide details on the different compositions of new employee hires and employee turnover.

Composition of New Employee Hires	For the year ended 31 December 2024		For the 9 months from 1 April 2023 to 31 December 2023 ¹	
	Number of staff	% of Total ²	Number of staff	% of Total ²
By Gender				
Male	875	56%	395	30%
Female	653	33%	471	26%
Total	1,528	43%	866	28%
By Age Group				
Below 30	571	44%	451	38%
30-50	584	33%	355	22%
Above 50	373	80%	60	18%
Total	1,528	43%	866	28%

Composition of Employee Turnover	For the year ended 31 December 2024		For the 9 months from 1 April 2023 to 31 December 2023 ¹	
	Number of staff	% of Total ³	Number of staff	% of Total ³
By Gender				
Male	521	33%	280	21%
Female	502	25%	229	13%
Total	1,023	29%	509	16%
By Age Group				
Below 30	551	42%	250	21%
30-50	372	21%	187	12%
Above 50	100	22%	72	22%
Total	1,023	29%	509	16%

Note:

1. Due to the change of financial year end date in the corresponding period which only included 9 months' information, the current Reporting Period covers a 12-month period from 1 January 2024 to 31 December 2024, hence information may not be fully comparable.
2. Calculation methodology of new employee hires rate: newly hired employees in the specified category divided by the average of total number of employees in the specified category of the Group at the beginning and the end of the Reporting Period.
3. Calculation methodology of turnover rate: employees leaving in the specified category divided by the average of total number of employees in the specified category of the Group at the beginning and the end of the Reporting Period.

The following tables provide details of employees' entitlement to parental leave in accordance with relevant national and regional regulations.

	For the year ended 31 December 2024		For the 9 months from 1 April 2023 to 31 December 2023 ¹	
	Male	Female	Male	Female
Total Number of employees that were entitled to Parental Leave	2,070	1,888	1,189	1,199
Total Number of employees that took Parental Leave	76	171	31	148

Note:

1. Due to the change of financial year end date in the corresponding period which only included 9 months' information, the current Reporting Period covers a 12-month period from 1 January 2024 to 31 December 2024, hence information may not be fully comparable.

During the Reporting Period, the Group was not aware of any material violation cases relating to child labour, forced labour, labour and management relations, benefits and welfare including compensation, recruitment and promotion, working hours, holidays, that have a significant impact on the operations of the Group.

The Group is also awarded the honor of 2023-2024 Shunde District Zero-Unpaid-Wages Demonstration Enterprise* (2023-2024 年度佛山市順德區零欠薪示范企業) by the Foshan Shunde District Labour Protection Promotion Association* (佛山市順德區勞動保障事業促進會).

Target

The Group will regularly review salary remuneration and benefits to retain talents and stay attractive and competitive in the market. We will strive to maintain zero case of violation relating to child labour and forced labour, and achieve excellent performance in compensation in both our short, medium and long term target.

OCCUPATIONAL HEALTH AND SAFETY

Why is it Material

We recognise that occupational health and safety is a critical aspect of corporate governance and contributes to the overall success and sustainability of our Group. In addition to satisfying the legal requirement, consideration of occupational health and safety is also important for our own business development, such as protecting our employees, reducing business costs, improving productivity, building a good reputation, and fulfilling our ethical responsibilities.

* The English name is for identification purpose only.

SUSTAINABILITY REPORT

Management Approach

The Group prioritises the health and safety of our employees in all phases of our operation and administration. We are subject to PRC labour, safety and work-related laws and regulations. One of our subsidiaries which operates the principal business of the Group has obtained ISO14001 Environmental Management system certification and ISO45001 Occupational Health and Safety Management certification, which remain valid till October 2027, ensuring that its operations comply with applicable environmental and employee safety regulations and legal requirements. Due to the nature of the Group's business, the Group is responsible for the occupational health and safety management of all employees except for the labour dispatch programmes, which the host organisations are responsible for the occupational health and safety management of our employees under the labour dispatch programmes. Meanwhile, we have implemented various health and safety measures, as well as relevant risk identification and assessment measures, such as:

Aspects	Concrete Measures
Development of health and safety procedures and practices	<ul style="list-style-type: none"> • Formulate office environment and safety management system and other related policies; • Provision of personal protective, safety and emergency equipment, such as helmets, protective clothing and reflective clothing, to employees with occupational safety risks; • Provision of clean and good working conditions in the workplace; • Development of appropriate work arrangements and shift systems to reduce work stress and fatigue; • Maintaining medical insurance and group accident insurance for all full-time employees; • Encourage employees to participate in and provide input to the development of an occupational safety and health management system.
Accidents and emergencies Management	<ul style="list-style-type: none"> • Implement an emergency plan to deal with possible accidents and emergencies, including defining responsibilities, equipping emergency equipment, organising emergency evacuations and rescues; • Regularly organisation of emergency drills and simulation tests to test the effectiveness of emergency plan and the ability of employees to respond to emergencies.
Management of the environment and working conditions	<ul style="list-style-type: none"> • Regular assessment and improvement of working environment and conditions to ensure compliance with relevant regulations and standards; • Provision of appropriate office equipment to enhance occupational health; • Provision of good lighting, ventilation and temperature control to create a comfortable working atmosphere.
Training and education	<ul style="list-style-type: none"> • Necessary training and educational opportunities to enable employees to understand the importance of occupational health, safety, environment and working conditions and to acquire relevant knowledge and skills.
Physical and mental health construction	<ul style="list-style-type: none"> • Organisation of corporate culture activities to enhance the feelings among employees, strengthen mutual communication and contact, and build an efficient collaborative team, such as festival celebration and gifting to staff, curling game for team building activities, movie appreciation, annual tours, quarterly staff birthday party, photography classes and so on; • Provision of emotional stress relief training courses and psychological counseling services.

Performance

In the Reporting Period, the Group did not record any accidents that resulted in death, and did not identify any material non-compliance with laws and regulations relevant to the health and safety of employees. During the Reporting Period, the main types of work-related injury are accidental injuries during employees' commuting, while no serious physical injuries occurred. The following tables provide details of the Groups' work-related injuries and fatalities.

	For the year ended 31 December 2024			For the 9 months from 1 April 2023 to 31 December 2023 ¹		
	Number	Employee number of occurrence per 200,000 hours worked	Employee number of occurrence per 100 employees	Number	Employee number of occurrence per 200,000 hours worked	Employee number of occurrence per 100 employees
Total number of hours worked	8,936,424	N/A	N/A	5,077,252	N/A	N/A
Work-related fatalities	-	²	³	-	²	³
High-consequence work-related injuries	-	⁴	⁵	4	0.16 ⁴	0.12 ⁵
Recordable injuries	25	0.56 ⁶	0.66 ⁷	17	0.67 ⁶	0.52 ⁷

Note:

- Due to the change of financial year end date in the corresponding period which only included 9 months' information, the current Reporting Period covers a 12-month period from 1 January 2024 to 31 December 2024, hence information may not be fully comparable.
- Calculation methodology of number of work-related fatalities per 200,000 hours worked = number of fatalities as a result of work-related injuries/total number of hours worked * 200,000
- Calculation methodology of number of work-related fatalities per 100 employees = number of fatalities as a result of work-related injuries/total number of employees * 100
- Calculation methodology of number of high-consequence work-related injuries per 200,000 hours worked = number of high-consequence work-related injuries/total number of hours worked * 200,000
- Calculation methodology of number of high-consequence work-related injuries per 100 employees = number of high-consequence work-related injuries/total number of employees * 100
- Calculation methodology of number of recordable work-related injuries per 200,000 hours worked = number of recordable work-related injuries/total number of hours worked * 200,000
- Calculation methodology of number of recordable work-related injuries per 100 employees = number of recordable work-related injuries/total number of employees * 100

Target

We will focus on the occupational health and safety of employees, enrich the measures to protect their physical and mental health, and help employees deal with work and life stress and promote their mental health as our short, medium and long term target.

SUSTAINABILITY REPORT

TRAINING AND EDUCATION

Why is it Material

Employees are the key contributors to the growth of our Group. The Group believes that training and education are essential to improve employees' work quality.

Management Approach

The Group has developed a training management system. Eligible employees will acquire job-related knowledge and skills corresponding to their job scope from time to time to enable them to cope with the rapidly changing market and accommodate the market's needs. The Group aims to enhance the quality and skill-set of all staff by providing relevant skill-based training through carefully selected qualified trainers.

Internal training courses cover specific topics related to industry trends or job skills, and anti-corruption. Newcomers are required to undergo induction training to get familiar with the Group's policy and undergo on-the-job training guided by experienced employees. External training covers health and safety training, recruitment software system operation training, legal knowledge training, photography classes and other team building development training.

Performance

In the Reporting Period, employees received a total of 4,989.50 training hours (the corresponding period from 1 April 2023 to 31 December 2023: 3,540.00 hours). The percentage of employees trained was 41% (the corresponding period from 1 April 2023 to 31 December 2023: 37%) and the average employee training hours was 1.31 hours (the corresponding period from 1 April 2023 to 31 December 2023: 1.07 hours). In order to enhance anti-corruption awareness and levels, an internal anti-corruption and anti-commercial bribery training has been provided to staff during the Reporting Period, which covered topics such as the relevant content, laws and cases of corruption, and the forms of commercial bribery and legal liability, and the risk control of commercial bribery in enterprises.

The following tables provide details on the data of our employee training and regular performance and career development reviews.

	For the year ended 31 December 2024	For the 9 months from 1 April 2023 to 31 December 2023 ¹
Average Training Hours	Hours	Hours
By Gender		
Male	1.47	1.15
Female	1.18	1.02
By Employee Category		
Non managerial employees	1.29	1.06
Senior management and managerial employees	1.90	1.65
Average training hours per employee	1.31	1.07

Aspects	For the year ended 31 December 2024		For the 9 months from 1 April 2023 to 31 December 2023 ¹	
	Number	% of Total	Number	% of Total
Board Members received Anti-corruption Training				
The Board members	5	100%	5	100%
Employees received Anti-corruption Training				
Senior management and managerial employees	10	9%	4	5%
Non managerial employees	45	1%	25	1%

Percentage of employees received regular performance and career development reviews	For the year ended 31 December 2024	For the 9 months from 1 April 2023 to 31 December 2023 ¹
	% of Total ^{2,3}	% of Total ^{2,3}
By Gender		
Male	130%	104%
Female	124%	105%
By Employee Category		
Non managerial employees	127%	105%
Senior management and managerial employees	124%	100%

Note:

- Due to the change of financial year end date in the corresponding period which only included 9 months' information, the current Reporting Period covers a 12-month period from 1 January 2024 to 31 December 2024, hence information may not be fully comparable.
- Calculation methodology of employees receiving regular performance and career development reviews rate: employees in the specified category receiving regular performance and career development reviews divided by the total number of employees in the specified category of the Group at the end of the Reporting Period.
- The calculated percentage represents the proportion of employees in the specified category who have received regular performance and career development reviews (including the employees resigned during the Reporting Period and the corresponding period), out of the total employees in that specified category.

Target

The Group aims to provide employees with at least 2 hours of career development training in FY2025 to establish a clear career advancement path, set up internal training groups to provide technical skills and management training courses, while encouraging employees to participate in external professional development projects. The Group will focus on the career development and training of employees as our medium and long term target in the future.

SUSTAINABILITY REPORT

DIVERSITY AND EQUAL OPPORTUNITY

Why is it Material

A diverse and skilled workforce is crucial for its business. We are committed to cultivating a fair work environment and upholds the principles of non-discrimination that provides equal opportunities, rewards, and labour practices for all. With a diverse team representing different cultures and backgrounds, we gain valuable perspectives and viewpoints, enabling us to better understand and serve clients or consumers from various groups and backgrounds.

Management Approach

Our Group has established a diversified, standardized and transparent recruitment process to attract diversified talents that meets client's needs and requirements. We ensure the fair selection and evaluation of employees based on experience, potential, merit and competency during the hiring process. This prevents any form of discrimination based on age, gender, marital status, sexual orientation, disability, race, nationality, ethnicity, or religion. Our comprehensive human resource policy (please refer to the section Employment and Labour/Management Relations) also emphasises equal opportunities for career progression and growth, which are determined through the annual performance evaluations for our employees. All employees are treated equally within the policy, and there is no discrimination or differential treatment.

Our employees work very closely together in a harmonious environment, supporting one another to achieve common goals in the workplace. The Group regularly holds training courses or distributes relevant anti-discrimination training courses to employees to convey the values of equality and respect, cultivate the understanding and inclusive mentality of management and employees on multiculturalism and diversity to strengthen anti-discrimination education for all personnel. We also introduce a variety of activities, such as case studies, role plays and workshops, to enrich the interactive and practical training content, and enhance the sense of participation and in-depth understanding of employees. At the same time, we have further expanded our feedback channels, including dedicated mailboxes, telephone hotlines and face-to-face counselling services, where employees can anonymously make suggestions and file complaints. The Human Resource Department is responsible for reviewing and addressing any necessary action based on the feedback received.

Performance

During the Reporting Period, we continued to advocate for gender equality and age diversity among our employees in the PRC. We remain committed to fostering an inclusive and diverse workforce.

The following tables provide details on the different compositions of our employee groups and the Board.

Gender Composition of Employees	For the year ended 31 December 2024		For the 9 months from 1 April 2023 to 31 December 2023 ¹	
	Number	% of Total	Number	% of Total
Male	1,746	46%	1,392	42%
Female	2,057	54%	1,906	58%
Total	3,803	100%	3,298	100%

SUSTAINABILITY REPORT

Age Group of Employees	For the year ended 31 December 2024		For the 9 months from 1 April 2023 to 31 December 2023 ¹	
	Number	% of Total	Number	% of Total
Below 30	1,307	34%	1,287	39%
30-50	1,896	50%	1,684	51%
Above 50	600	16%	327	10%
Total	3,803	100%	3,298	100%

Function of all Employees	For the year ended 31 December 2024		For the 9 months from 1 April 2023 to 31 December 2023 ¹	
	Number	% of Total	Number	% of Total
Non managerial employees	3,692	97%	3,218	98%
Senior management and managerial employees	111	3%	80	2%
Total	3,803	100%	3,298	100%

Composition of the Board	For the year ended 31 December 2024		For the 9 months from 1 April 2023 to 31 December 2023 ¹	
	Number	% of Total	Number	% of Total
By Gender				
Male	4	80%	4	80%
Female	1	20%	1	20%
Total	5	100%	5	100%
By Age Group				
Below 30	-	-	-	-
30-50	3	60%	3	60%
Above 50	2	40%	2	40%
Total	5	100%	5	100%
Other				
The Board Independence	3	60%	3	60%

SUSTAINABILITY REPORT

Ratio of Basic Salary and Total Remuneration of Female to Male	For the year ended 31 December 2024		For the 9 months from 1 April 2023 to 31 December 2023 ¹	
	Ratio of Basic Salary (Female: Male)	Ratio of Total Remuneration (Female: Male)	Ratio of Basic Salary (Female: Male)	Ratio of Total Remuneration (Female: Male)
Non managerial employees	0.99:1	1.15:1	0.94:1	0.83:1
Senior management and managerial employees	0.93:1	1:1	0.89:1	0.85:1

Note:

1. Due to the change of financial year end date in the corresponding period which only included 9 months' information, the current Reporting Period covers a 12-month period from 1 January 2024 to 31 December 2024, hence information may not be fully comparable.

In the corresponding period, we had targeted zero reported incidents of discrimination for the Reporting Period. We are pleased to report that there were no reported incidents of discrimination during the Reporting Period.

Target

During the Reporting Period, we achieved the target set in the corresponding period of maintaining zero reported case of discrimination. We will continue to ensure that all employees are treated without bias and provide equal opportunities in all aspects of work to uphold our strong culture of non-discrimination in the workplace. We will strive to maintain zero case of reported incidents regarding discrimination in FY2025 and also as our medium and long term target.

MARKET PRESENCE

Why is it Material

The Group is well aware that the market presence is essential for increasing the economic impact, brand reputation and sustainability of the Group. Meanwhile, the Group's approaches to fair remuneration and local talent development, aligning with corporate social responsibility.

Management Approach

As a dedicated employer, the Group remains steadfast in cultivating a safe, healthy, and inclusive work environment to attract, nurture, and retain top talent. Recognising that our employees are our greatest asset, we are committed to their well-being and professional development (please refer to the sections Employment and Labour/Management Relations, Training and Education). Our commitment to local community engagement is reflected in our approach to talent acquisition. This focus on developing local talent aligns with our strategic objectives and underscores our commitment to leveraging human capital for long-term growth.

Performance

During the Reporting Period, we upheld fair compensation practices, with our entry level wage ratios by gender in line with local minimum wage standards. The following tables provide details on the ratios of standard entry level wage by gender compared to local minimum wage.

Location	For the year ended 31 December 2024		For the 9 months from 1 April 2023 to 31 December 2023 ¹	
	Entry level wage of male employees vs Local minimum wage	Entry level wage of female employees vs Local minimum wage	Entry level wage of male employees vs Local minimum wage	Entry level wage of female employees vs Local minimum wage
Guangzhou, the PRC	1:1	1:1	1:1	1:1
Foshan, the PRC	1:1	1:1	1:1	1:1
Jiangmen, the PRC	1:1	1:1	1:1	1:1
Zhuhai, the PRC	1.52:1	1.52:1	1.79:1	1.79:1
Shenzhen, the PRC	1:1	1:1	1:1	1:1
Zhaoqing, the PRC	1:1	1:1	1:1	1:1
Qingyuan, the PRC	1:1	1:1	1:1	1:1
Suzhou, the PRC	1:1	1:1	N/A	N/A

Note:

1. Due to the change of financial year end date in the corresponding period which only included 9 months' information, the current Reporting Period covers a 12-month period from 1 January 2024 to 31 December 2024, hence information may not be fully comparable.

Our commitment to local community engagement is reflected in our approach to talent acquisition. We maintained a strong focus on hiring locally, with 100% of our senior management and managerial employees as at 31 December 2024 at our eight operation locations within the scope of the SR, were recruited from their respective operating locations. The terms "senior management and managerial employees" correspond to our managerial and supervisory roles.

Target

We will remain committed to effectively fostering local talent practices to promote the development of the local community as our short, medium and long term target.

CUSTOMER HEALTH AND SAFETY

Why is it Material

Affected by the impact of the epidemic in recent years, the general public has paid more attention to the issue of health and safety. In addition to the occupational health and safety of our employees, we also attach great importance to the health and safety of our customers, especially the customers who are primarily engaged in infrastructure management services and food distribution service.

SUSTAINABILITY REPORT

Management Approach

As a professional services provider, the key service responsibilities of the Group are providing high quality services and privacy matters of our clients and candidates. Emphasis is placed on recruiting and retaining skillful, knowledgeable, and experienced employees, monitoring service quality and staff training (please refer to the section Training and Education). We ensure that our employees have sufficient knowledge and competence in their job-related processes and operations to ensure that services or products provided meet the quality requirements, including the health and safety requirements of our clients. The Group regularly conducts risk assessments of its service processes to identify potential health and safety hazards and develop appropriate control measures. In addition, the Group has formulated product service manual and service quality inspection system to standardise the workflow and quality inspection process of related services and ensure the high quality of services.

Given the Group's business nature, the Group was not involved in the sale of products, therefore disclosure on product recall procedures and number of products recalled are not applicable. However, the Group provides after-sales services for both human resources and labour outsourcing related services. The Group generally provides replacements for the seconded candidates under certain circumstances and may terminate the relevant employees if their performance is below the required standard on human resources services. In the process of service implementation, if there is a failure in service quality or a loss of client due to service errors, we will evaluate the client's application for service return or refund in accordance with the relevant provisions of the Group and the contract, and carry out the return or refund procedure after consultation with the client, and make improvements to avoid the recurrence of similar problems. The Group will also meet with clients and candidates on a regular basis to build up good relationships and to collect feedback on services provided. In addition to using social platforms to get clients' feedback, the Group also set up a feedback area on the Group's website and mobile apps, where clients can easily fill out feedback forms to express their views on the quality of the service. In the meantime, the Group regularly surveys and analyzes client satisfaction through questionnaires and return visits, formulates corresponding improvement plans according to the analysis results, and continuously supervises the improvement effects. The Group believes that this will allow it to maintain high quality of services provided and gain market intelligence to keep its staff abreast to the latest developments in the human resources services industry.

Performance

In the Reporting Period, there were no complaint and no dispute and claims regarding customer health and safety. The Group is also pleased to report that there are no significant services assessed as requiring improvement in health and safety impacts and that the clients are satisfied with the professionalism and the quality of services.

Target

During the Reporting Period, we achieved the target set in the corresponding period of maintaining zero reported case of disputes and claims relating to clients' health and safety. We will regularly review and improve the existing internal policies and system, provide professional training for employees, and maintain a high level of quality service. We will strive to maintain our record of zero reported case of disputes and claim regarding clients' health and safety as our short, medium and long term target.

MARKETING AND LABELING

Why is it Material

We realized that marketing and labeling help differentiate products, build brand recognition, communicate targeted messages and create a competitive advantage, which is only appropriate that these roles are based on compliance with relevant regulations.

Management Approach

The Group understands the rights of our clients and candidates and is committed to providing accurate product and service information for clients and candidates in connection with their contractual decision. The Group requires careful review of advertising material to protect the interest of our clients and candidates. The Group is committed to providing sufficient and accurate information to clients, such as product service manual, and considers that it is an extended responsibility of service quality management.

Performance

There were no incidents of non-compliance concerning product and service information, labelling and marketing communications during the Reporting Period.

Target

During the Reporting Period, we achieved the target set in the corresponding period of maintaining zero reported incidents involving breaches of marketing and labeling. We will continue to uphold a record of zero incidents involving breaches of marketing and labeling as our short, medium and long term target.

CUSTOMER PRIVACY

Why is it Material

As technological advancements continue at a rapid pace, we recognise the growing concerns surrounding the collection and use of personal data in our business operations. We fully understand the importance of protecting the privacy and security of our customers' and shareholders' personal information. Therefore, we are committed to safeguarding the privacy and security of their personal data.

Management Approach

We are entrusted by our customers and shareholders to handle and store their personal data in a professional manner, such as obtaining consent from individuals before collecting their personal information, and only collecting data that is necessary for the purposes defined. We remain committed to adhering to personal data protection regulations, including Personal Information Protection Law of the PRC* (“《中華人民共和國個人信息保護法》”). We consistently remind our employees that any inappropriate use of personal data is strictly prohibited.

The Group takes feasible steps to safeguard the personal data from unauthorised or accidental access, processing, erasure, loss or use by third parties. Data must be collected in a lawful way, in accordance with the principles of minimum and necessity, and directly for the services provided purposes only. In the service contract signed with the clients, we clearly list the protection of privacy and penalties, and clearly inform the clients in the service terms of how their data will be used, and obtain clients' written consent of collection and use of relevant information. All information is stored in highly secure systems, password-protected, and accessible only to authorised personnel within the Group. We have established stringent data destruction procedures for information that is no longer needed. The Group discloses personal data, both internally and externally, on a need-to-know basis. We recognise the importance of continually improving our security systems to prevent the loss of personal data and to promptly address any potential data breaches.

Performance

We are pleased to report that during the Reporting Period, we did not receive any complaints from external parties or regulatory agencies regarding breaches of data privacy. Additionally, no incidents of data leaks, thefts, or losses were detected by our management.

Target

During the Reporting Period, we achieved the target set in the corresponding period of maintaining zero reported incidents involving breaches of data privacy. We will remain committed to effectively managing personal data within a secure operational environment. We will continue to uphold zero case of incident involving breaches of data privacy as our short, medium and long term target. To ensure compliance with changing regulations, we will provide training to our employees, keeping them updated on any relevant updates or modifications. By doing so, we strive to maintain the highest standards of data protection and privacy for our valued customers and shareholders.

* The English name is for identification purpose only.

SUSTAINABILITY REPORT

SUSTAINABILITY DATA STATEMENTS IN ENVIRONMENTAL ASPECTS

The Group is mainly engaged in human resources services, and the related business has not caused a significant impact on the environment and natural resources. Even so, we recognise that managing energy consumption and reducing GHG emissions are critical to mitigating climate change and minimising our environmental impacts. We continue to disclose our energy consumption and greenhouse gas ("GHG") emissions. We aim to reduce our environmental footprint by raising awareness among our employees. Our management has instilled a sense of environmental stewardship throughout our business practices. Employees will be encouraged to conserve energy and use recyclable materials to minimise the consumption of natural resources. We continuously strive to improve our electricity and resource use and efficiency through the following initiatives:

- Monitoring and reviewing our electricity consumption to ensure corrective actions can be taken when unusual consumption patterns are observed;
- Ensuring lights, computers, and other electrical appliances are switched off when not in use;
- Conducting regular maintenance of equipment to maximise energy efficiency;
- Incorporating energy-efficient fixtures and fittings, including LED lights and intelligent air conditioning;
- Promoting the use of electronic documents, double-sided printing, online meetings and other working methods to reduce paper use; and
- Installing water-saving devices and regularly inspecting water supply facilities to reduce water consumption.

The Group is committed to complying with environmental regulations, actively participating in environmental protection projects, giving priority to products and suppliers that meet environmental standards in the procurement process, encouraging partners to work together on sustainable development and environmental protection, and promoting environmental awareness among employees and stakeholders. Additionally, we are progressively working towards data collection, assessment and disclosure of our Scope 3 GHG emissions.

During the Reporting Period, due to the addition of a new canteen operation, there were significant changes in the sustainability data in the environmental aspect, in particular the consumption of electricity and water, the related GHG emissions and their intensity. The following is a summary of sustainability data in the environmental aspect of the Group for the Reporting Period:

Environmental Aspects	Unit	For the year ended 31 December 2024	For the 9 months from 1 April 2023 to 31 December 2023 ¹
GHG Emissions			
Direct GHG emissions (Scope 1) ²	Tonnes of CO ₂ e	11.30	16.87
Indirect GHG emissions (Scope 2) ³	Tonnes of CO ₂ e	200.27	46.83
Indirect GHG emissions (Scope 3) ⁴	Tonnes of CO ₂ e	17.14	4.81 ⁵
Total GHG emissions (Scopes 1, 2 and 3)	Tonnes of CO ₂ e	228.72	68.52 ⁵

SUSTAINABILITY REPORT

Environmental Aspects	Unit	For the year ended 31 December 2024	For the 9 months from 1 April 2023 to 31 December 2023 ¹
GHG emission intensity (per employee) (Scopes 1 and 2)	Tonnes of CO ₂ e/per employee	0.056	0.019
GHG emission intensity (per employee) (Scopes 3)	Tonnes of CO ₂ e/per employee	0.005	0.002 ⁵
GHG emission intensity (per employee) (Scopes 1, 2 and 3)	Tonnes of CO ₂ e/per employee	0.060	0.021 ⁵
Energy Consumption			
Total energy consumption	MWhs	420.45	151.95
Energy consumption intensity	MWhs/per employee	0.11	0.05
Water Consumption			
Total water consumption	m ³	9,942.89	1,330.00 ⁵
Water consumption intensity	m ³ /per employee	2.61	0.40 ⁵
Waste Generation			
Total waste generated ⁶	t	N/A	N/A

Note:

- Due to the change of financial year end date in the corresponding period which only included 9 months' information, the current Reporting Period covers a 12-month period from 1 January 2024 to 31 December 2024, hence information may not be fully comparable.
- Scope 1 emissions predominantly arise from petrol used by our vehicles.
- Scope 2 emissions predominantly arise from our consumption of electricity supplied by local power supply companies.
- Scope 3 emissions predominantly arise from electricity used for processing fresh water and sewage by government departments and business air travel by employees, while other Scope 3 emissions are not disclosed in this Report as we are still in the process of identifying and assessing significant value chain emission sources.
- The Group has reviewed the methodology of data collection on fresh water and sewage for the 9 months ended 31 December 2023 and restated the data of GHG emissions accordingly.
- There was no data regarding the KPIs of waste collected because of the Group's insignificant amount of waste generated in view of our business nature. The Group will enhance the data collection methods of data in the future and will consider disclosing the relevant data as soon as possible.

SUSTAINABILITY REPORT

TCFD CONTENT INDEX

Based on the requirements in Rule 711B of the Catalist Rules and Practice Note 7F Sustainability Reporting Guide, we have mapped our climate-related disclosures based on TCFD Recommendations as shown in the table below:

Although the Group does not fall within the industries prioritized for mandatory disclosure under TCFD and is not materially exposed to climate-related risks or opportunities due to the nature of its business, the Group will continue to monitor any emerging climate-related risks or opportunities relating to its supply chain and operations regularly and will review and consider the disclosure requirements based on TCFD recommendations in the subsequent years of sustainability reporting.

TCFD RECOMMENDATIONS	DISCLOSURE	REFERENCE
GOVERNANCE		
Describe the board's oversight of climate-related risks and opportunities.	Bacui is adopting a phased approach towards managing climate-related risks. The board's oversight mechanism of climate-related risks and opportunities of the Group will be carried out in the subsequent years of sustainability reporting.	-
Describe management's role in assessing and managing climate-related risks and opportunities.	Bacui is adopting a phase approach towards managing climate-related risks. The Group's processes for managing climate-related risks will be determined and carried out in the subsequent years of sustainability reporting.	-
STRATEGY		
Describe the climate-related risks and opportunities the organisation has identified over the short, medium, and long term.	Bacui is adopting a phased approach towards managing climate-related risks. Identifying climate-related risks and opportunities of the Group will be carried out in the subsequent years of sustainability reporting.	-
Describe the impact of climate-related risk and opportunities on the organisation's businesses, strategy, and financial planning.	Bacui is adopting a phased approach towards managing climate-related risks. Identifying the impact on climate-related risks and opportunities on the Group's business, strategy and financial planning will be carried out in the subsequent years of sustainability reporting.	-
Describe the resilience of the organisation's strategy, taking into consideration different climate-related scenarios, including a 2oC or lower scenario.	Bacui is adopting a progressive strategy towards managing climate-related risks. Scenario analysis will be carried out in the subsequent years of sustainability reporting.	-

TCFD RECOMMENDATIONS	DISCLOSURE	REFERENCE
RISK MANAGEMENT		
Describe the organisation's processes for identifying and assessing climate-related risks.	Bacui is adopting a phased approach towards managing climate-related risks. Identifying and assessing climate-related risks will be carried out in the subsequent years of sustainability reporting.	-
Describe the organisation's process for managing climate-related risks.	Bacui is adopting a phase approach towards managing climate-related risks. The Group's processes for managing climate-related risks will be determined and carried out in the subsequent years of sustainability reporting.	-
Describe how processes for identifying, assessing, and managing climate-related risks are integrated into the organisation's overall risk management.	Bacui is adopting a phased approach towards managing climate-related risks. Analysis on integration with enterprise climate-related risk management of the Group will be carried out in the subsequent years of sustainability reporting.	-
METRICS AND TARGET		
Disclose the metrics used by the organisation to assess climate-related risks and opportunities in line with its strategy and risk management process.	We track metrics such as: - Scope 1, Scope 2 and Scope 3 GHG emissions - Non-renewal energy and water consumption - Waste	SR: Sustainability Data Statements in Environmental Aspects
Disclose Scope 1, Scope 2 and, if appropriate, Scope 3 GHG emissions, and the related risks.	Scope 1, Scope 2 and Scope 3 GHG emissions are disclosed in our SR.	SR: Sustainability Data Statements in Environmental Aspects
Describe the targets used by the organisation to manage climate-related risks and opportunities and performance against targets.	Bacui is adopting a phased strategy towards managing climate-related risks. Appropriate targets used to manage climate-related risks shall be analysed and set in the subsequent years of sustainability reporting.	-

SUSTAINABILITY REPORT

GRI CONTENT INDEX

Statement Of Use	Bacui Technologies International Ltd. has reported with reference to the GRI Standards for the Reporting Period.
GRI 1 Used	GRI 1: Foundation 2021

GRI Standard	Disclosure	Reference and Reasons for Omission, if applicable
GRI 2: General Disclosures 2021	2-1 Organisational details	SR: Corporate Profile
	2-2 Entities included in the organisation's sustainability reporting	SR: Corporate Profile
	2-3 Reporting period, frequency and contact point	SR: About This Report
	2-4 Restatements of information	SR: Sustainability Data Statements in Environmental Aspects
	2-5 External assurance	SR: About This Report
	2-6 Activities, value chain and other business relationships	SR: Corporate Profile & Corporate Information
	2-7 Employees	SR: Employment and Labour/ Management Relations
	2-8 Workers who are not employees	N.A.
	2-9 Governance structure and composition	SR: Corporate Governance & Sustainability Governance AR: Board Matters – (2) Board Composition and Guidance
	2-10 Nomination and selection of the highest governance body	AR: Board Matters – (4) Board Membership
	2-11 Chair of the highest governance body	AR: Board Matters – (3) Chairman and Chief Executive Officer
	2-12 Role of the highest governance body in overseeing the management of impacts	SR: Corporate Governance
	2-13 Delegation of responsibility for managing impacts	SR: Corporate Governance
	2-14 Role of the highest governance body in sustainability reporting	SR: Corporate Governance
	2-15 Conflicts of interest	SR: Corporate Information
	2-16 Communication of critical concerns	AR: Board Matters – (1) Board's Conduct of its Affairs

GRI Standard	Disclosure	Reference and Reasons for Omission, if applicable
	2-17 Collective knowledge of the highest governance body	SR: Board Statement & Corporate Profile
	2-18 Evaluation of the performance of the highest governance body	AR: BOARD MATTERS - (5) Board Performance
	2-19 Remuneration policies	AR: Remuneration Matters
	2-20 Process to determine remuneration	AR: Remuneration Matters
	2-22 Statement on sustainable development strategy	SR: Corporate Profile, Corporate Governance & Corporate Information
	2-27 Compliance with laws and regulations	SR: Corporate Information, Employment and Labour/ Management Relations, Occupational Health and Safety, Diversity and Equal Opportunity, Customer Health and Safety, Marketing and Labeling & Customer Privacy
	2-28 Membership associations	SR: Corporate Information
	2-29 Approach to stakeholder engagement	SR: Stakeholder Engagement & Material Topics
	2-30 Collective bargaining agreements	N.A.
GRI 3: Material Topics 2021	3-1 Process to determine material topics	SR: Material Topics
	3-2 List of material topics	SR: Material Topics
GRI 202: Market Presence 2016	202-1 Ratios of standard entry level wage by gender compared to local minimum wage	SR: Market Presence
	202-2 Proportion of senior management hired from the local community	SR: Market Presence
GRI 401: Employment 2016	401-1 New employee hires and employee turnover	SR: Employment and Labour/ Management Relations
	401-2 Benefits provided to full-time employees that are not provided to temporary or part-time employees	SR: Employment and Labour/ Management Relations
	401-3 Parental leave	SR: Employment and Labour/ Management Relations
GRI 402: Labour/ Management Relations 2016	402-1 Minimum notice periods regarding operational changes	SR: Employment and Labour/ Management Relations

SUSTAINABILITY REPORT

GRI Standard	Disclosure	Reference and Reasons for Omission, if applicable
	Occupational Health and Safety	
GRI 403: Occupational Health and Safety 2016	403-1 Occupational health and safety management system	SR: Occupational Health and Safety
	403-2 Hazard identification, risk assessment, and incident investigation	SR: Occupational Health and Safety & Sustainability Data Statements in Environmental Aspects
	403-3 Occupational health services	SR: Occupational Health and Safety
	403-4 Worker participation, consultation, and communication on occupational health and safety	SR: Occupational Health and Safety
	403-5 Worker training on occupational health and safety	SR: Occupational Health and Safety
	403-6 Promotion of worker health	SR: Occupational Health and Safety
	403-7 Prevention and mitigation of occupational health and safety impacts directly linked by business relationships	SR: Occupational Health and Safety
	403-8 Workers covered by an occupational health and safety management system	SR: Occupational Health and Safety
	403-9 Work-related injuries	SR: Occupational Health and Safety
	403-10 Work-related ill health	SR: Occupational Health and Safety
GRI 404: Training and Education 2016	404-1 Average hours of training per year per employee	SR: Training and Education
	404-2 Programs for upgrading employee skills and transition assistance programs	SR: Training and Education
	404-3 Percentage of employees receiving regular performance and career development reviews	SR: Training and Education
GRI 405: Diversity and Equal Opportunity 2016	405-1 Diversity of governance bodies and employees	SR: Diversity and Equal Opportunity
	405-2 Ratio of basic salary and remuneration of women to men	SR: Diversity and Equal Opportunity

GRI Standard	Disclosure	Reference and Reasons for Omission, if applicable
GRI 416: Customer Health and Safety 2016	416-1 Assessment of the health and safety impacts of product and service categories	SR: Customer Health and Safety
	416-2 Incidents of non-compliance concerning the health and safety impacts of products and services	SR: Customer Health and Safety
GRI 417: Marketing and Labeling 2016	417-1 Requirements for product and service information and labeling	SR: Marketing and Labeling
	417-2 Incidents of non-compliance concerning product and service information and labeling	SR: Marketing and Labeling
	417-3 Incidents of non-compliance concerning marketing communications	SR: Marketing and Labeling
GRI 418: Customer Privacy 2016	418-1 Substantiated complaints concerning breaches of customer privacy and losses of customer data	SR: Customer Privacy



BOARD OF DIRECTORS

Yeo Kan Yen

Independent Non-Executive Chairman and Chairman of the Nominating Committee

Date first appointed: 27-03-2023

Date last re-elected: 30-04-2024

Mr Yeo serves as the Independent Non-Executive Chairman of the Company. Mr Yeo is currently the Head of Legal and Compliance and Executive Director of MG Commercial Bank Limited, an International Bank domiciled in the Republic of Vanuatu. Mr Yeo is the current Compliance Officer approved by the Reserve Bank of Vanuatu and the Financial Intelligent Unit of Vanuatu and his responsibilities includes policy making, Know Your Client, Anti-Money Laundering, and Counter-Terrorist Financing issues.

Mr Yeo was the Lead Independent Director of Oceanus Group Limited, a SGX mainboard-listed company, from 2013 to 2017. Mr Yeo was also appointed as Independent Director of Cacola Furniture International Limited, a SGX mainboard-listed company in 2011 and was re-designated as Vice-Chairman and Executive

Director in 2013. Mr Yeo served as the Chief Operating Officer and Executive Director of Carriernet Global Ltd (now Polaris Ltd.), listed on the Catalist Board of SGX from 2008 to 2012.

Mr Yeo established Primasiana Pte Ltd in 2012, a member of Sitcomasia Group where he is a Director and Chief Commercial Officer. Sitcomasia Group operates Customer Service and Repair Centre around the region including Singapore, Indonesia, Thailand, Philippines, Vietnam, Cambodia, and Laos servicing brands such as Apple, Samsung, Microsoft, Blackberry, Lenovo, and Western Digital.

Mr Yeo has a Bachelor in Business Administration in Accounting from the University of Hawaii at Manoa and Masters in Information System Management from Hawaii Pacific University.

Mr Yeo does not hold any directorships in other listed companies as at 31 December 2024.

Yang Ran

Executive Director

Date first appointed: 17-10-2023

Date last re-elected: 30-04-2024

Mr Yang Ran is the Executive Chairman of Best Group, and is in charge of the day-to-day management of the Group's operations in China. Mr. Yang Ran first started his career in the banking industry in 1999 and commenced his own business from 2003 covering a

wide range of industries such as (i) property development projects, (ii) education and (iii) human resources and labour outsourcing related services and property management services. Mr Yang Ran obtained his master degree in Shanghai Jiaotong University and Ph.D. in European University.

Mr Yang Ran does not hold any directorships in other listed companies as at 31 December 2024.

Yang Li

Executive Director

Date first appointed: 17-10-2023

Date last re-elected: 30-04-2024

Mr Yang Li serves as the Executive and Strategy Director of the Company and is assisting Mr. Yang Ran in the day-to-day operations in China as well as developing and implementing the Group's overall strategy. Mr Yang Li started his career in the banking industry in 2010 and joined the Group's China

operations in 2013. Mr Yang Li has served as the Executive Director and Chief Financial Officer of Best Group Co., Ltd., ("**Best Group**") since 2015 and is responsible for the finance and IT functions and the operations and management of Best Group's operations. Mr Yang Li has a Masters in Business Administration from Sun Yat Sen University.

Mr Yang Li does not hold any directorships in other listed companies as at 31 December 2024.

Heng Victor Ja Wei

Independent Non-Executive Director and Chairman of the Audit Committee

Date first appointed: 30-06-2023

Date last re-elected: 31-07-2023

Mr Heng holds a Master of Science degree of the Imperial College of Science, Technology and Medicine, the University of London. Mr Heng is a member of the Hong Kong Institute of Certified Public Accountants and holds a Certified Public Accountant (Practising)

certificate issued by Accounting and Financial Reporting Council and is a fellow of the Association of Chartered Certified Accountants.

Mr Heng serves as an independent non-executive director of Lee & Man Chemical Company Limited, Matrix Holdings Limited, Veson Holdings Limited, TradeGo FinTech Limited and company secretary of China Life Insurance Company Limited, all of which are listed on the Hong Kong Stock Exchange.

Peng Lei Qing

Independent Non-Executive Director and Chairman of the Remuneration Committee

Date first appointed: 30-06-2023

Date last re-elected: 31-07-2023

Professor Peng Lei Qing was previously a professor in Guangdong University of Finance and Economics at the School of International Business. Professor Peng is the State-owned Enterprise External Director (“SEED”) of Guangdong Inspection Testing and Certification Group Co., Ltd. and Guangdong Exchange Group and independent director of Guangdong Shunde Rural

Commercial Bank. Professor Peng is also a supervisor of Guangzhou Wondfo Biotech Co., Ltd. (“**Wondfo Biotech**”). She was the Independent Director of Wondfo Biotech from 2012 to 2018 and SEED of Guangzhou Vanlead Co., Ltd from 2014 to 2019.

Professor Peng has a Ph.D. in Business Administration (Marketing) from Renmin University of China and a Bachelor of Economics from Hunan University.

Professor Peng does not hold any directorships in other listed companies as at 31 December 2024.



FINANCIAL HIGHLIGHTS

Year	Revenue * S\$'000	(Loss)/ Profit Attributable to Shareholders S\$'000	(Loss)/Earnings Per Share Singapore Cents
FY 2021	881	(699)	(0.09)
FY 2022	907	(929)	(0.10)
FY 2023	2,716	435	0.05
FP 2023	40,578	(464)	(0.04)
FY 2024	56,487	297	0.03

* Including other income

SHARE PRICE AND TOTAL VOLUME



The Share Price is the closing price at the last trading day of each month. (Source: www.sgx.com)

REVENUE* BY BUSINESS DIVISION

	12 months ended 31 December 2024 [#] \$'million	9 months ended 31 December 2023 [#] \$'million
Human resources and labour outsourcing related services	56.49	40.29
Publishing & advertisements	-	0.24
Moneylending	-	0.01
HQ Costs & Investments	- [^]	0.04

[#] Refer to Note 24 to the Financial Statements

^{*} Including other income

[^] Less than S\$100,000

OPERATING PROFIT/ (LOSS) BY BUSINESS DIVISION

	12 months ended 31 December 2024 [#] \$'million	9 months ended 31 December 2023 [#] \$'million
Human resources and labour outsourcing related services	0.83	0.36
Publishing & advertisements	-	(0.10)
Moneylending	-	0.02
HQ Costs & Investments	(0.52)	(0.74)

STAFF STRENGTH

	31 December 2024	31 December 2023
Human resources and labour outsourcing related services	3,803	3,298



MANAGEMENT TEAM

LIANG JIAN FENG General Manager

Mr Liang is the General Manager of the Group in China and is responsible for the overall daily management of the Group. He joined the Bacui Group in 2013 where he served as the Head of the Customer Service Department, Deputy General Manager, Head of the Science and Technology Department and other senior management positions. He graduated from East China University of Science and Technology and is a current master's degree student at Hubei University of Technology.

ZENG HUITING Senior Group Finance Manager

Ms Zeng is the Senior Group Finance Manager and is responsible for overseeing the Group's Finance team in China. She graduated from Guangdong University of Finance with a Bachelor's Degree in Accounting. Ms Zeng is a Certified Tax Agent in China and holds an Intermediate Accounting Professional Qualification in China. She has ten years of experience in financial accounting and taxation work.



CORPORATE GOVERNANCE

The Board of Directors (the “**Board**”) of Bacui Technologies International Ltd. (the “**Company**” and together with its subsidiary corporations, the “**Group**”) recognises the significance of sound corporate governance in ensuring greater transparency, protecting the interests of its shareholders as well as strengthening investors’ confidence in its management and financial reporting. It is committed to maintaining a high standard of corporate governance within the Group on which its operations, businesses and strategies are based on.

This report describes the Group’s corporate governance practices that were in place during the financial year ended 31 December 2024 (“**FY2024**”), with specific references made to the principles and provisions of the Code of Corporate Governance 2018 (the “**Code**”) and the accompanying practice guidance (“**PG**”), which forms part of the continuing obligations of the Listing Manual Section B: Rules of Catalist (“**Catalist Rules**”) of the Singapore Exchange Securities Trading Limited (“**SGX-ST**”).

The Board and the Management are pleased to confirm that for FY2024, the Group has adhered to the principles and provisions as set out in the Code and the Catalist Rules. Where there are deviations from the Code, explanations as to how the Group’s practices were consistent with the intent of the principle in question are provided in this report. The Company did not adopt any alternative corporate governance policies in FY2024.

The Company will continue to assess and enhance its corporate governance practices appropriate to the conduct and growth of its business, and to review such practices from time to time to ensure compliance with the requirements of the Catalist Rules.

BOARD MATTERS

(1) 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.

Provision 1.1 – Role of the Board

The Board is primarily responsible for providing entrepreneurial leadership so as to protect and enhance long-term value and returns for the shareholders. The Board also sets the tone for the Group where ethics and values are concerned. Apart from its statutory responsibilities, the key functions of the Board include:

- provides entrepreneurial leadership and guidance on the overall business strategies, strategic direction and long-term goals of the Group (which include appropriate focus on growth, value creation, innovation and sustainability) to be implemented by Management, and ensuring that adequate resources including financial and human resources are available;
- sets the values and standards (including ethical standards) of the Group and appropriate tone-from-the-top and desired organisational culture, ensuring that the Group’s policies and practices are consistent with the culture, and that there is proper accountability within the Group;
- reviews the adequacy and effectiveness of the Group’s risk management and internal controls framework including financial, operational, compliance and information technology controls and establishing risk appetite to safeguard shareholders’ interests and the Group’s assets;
- sets the Company’s values and standards (including ethical standards), and ensures that obligations to shareholders and other stakeholders are understood and met;
- reviews and approves the Group’s business plan, including annual budgets, significant capital expenditure, investment and divestment proposals;

CORPORATE GOVERNANCE

- ensures good corporate governance practices to protect the interests of shareholders;
- oversees the business, financial performance and affairs of the Group, and monitoring the performance of Management;
- sets out policy and framework for promoting diversity on the Board; and
- considers sustainability issues, e.g. environmental, health and safety and social factors as part of its strategic formulation.

All Directors, in discharging their fiduciary duties, are expected to exercise objective judgement and make decisions in the best interest of the Company. A Director who is interested in a transaction or proposed transaction is required to declare if he has a conflict of interest and will recuse himself/herself from deliberation and voting on the matter unless the Board is of the opinion that the participation of the conflicted Director is in the best interests of the Company.

Provision 1.2 – Directors' Orientation, Induction, Trainings and Development

Newly appointed Directors will be briefed by the Chairman on the Directors' duties and obligations, and on the Group's organisation structure, business and governance practices. In addition, Directors who have no prior experience as a director of a company listed on the SGX-ST ("**First-time Directors**") are required to undergo training in the roles and responsibilities of a director of a listed company as prescribed by the SGX-ST pursuant to Rule 406(3)(a) and Practice Note 4D of the Catalist Rules (the "**Requisite Training**"). All Directors, save for Mr Yeo Kan Yen, are First-time Directors. As at the date of this Annual Report, the First-time Directors except Mr Yang Ran, had completed all Requisite Training modules. Mr Yang Ran had completed the mandatory ESG training and has yet to complete the Requisite Training as at the date of this Annual Report due to conflicts between the earlier available dates/timings for the courses on the Requisite Training and Mr Yang Ran's work commitments. Mr Yang Ran has confirmed his commitment to complete his Requisite Training as soon as practicable.

The Board values on-going professional development and recognizes that it is important that all Directors receive regular training to serve effectively on and contribute to the Board, encouraging all Directors to attend any courses or seminars that would be beneficial. The Company allocates a budget for such purposes annually. During FY2024, the Directors attended several trainings organised by institutions such as the Singapore Institute of Directors, The Institute of Singapore Chartered Accountants and SAC Capital Private Limited. In addition, the Directors received updates on the regulatory changes to the Catalist Rules, Companies Act from the Company Secretary and accounting standards from the external auditors ("**EA**"). The Executive Director also updates the Board at each Board meeting on business and strategic developments, and highlights the salient issues as well as the risk management considerations for the Group.

Provision 1.3 – Board Reserved Matters

The Board has laid out a list of matters that require its approval, which has been clearly communicated to Management. Key matters that are specifically reserved for the Board's consideration and decision include, but are not limited to, matters involving a conflict of interest for a substantial shareholder or Director, corporate planning, public release of periodic financial results, material acquisitions and disposals of assets, corporate or financial restructuring, share issuances, formulation of any dividend policy or the change of such dividend policy and declaration of dividends, and nomination of directors to the Board and any interested person transactions above S\$100,000.

Provision 1.4 – Delegation of Authority

To facilitate effective management and assist in the execution of its responsibilities, the Board has delegated certain functions to the Board Committees, namely the Audit Committee (“**AC**”), the Remuneration Committee (“**RC**”) and the Nominating Committee (“**NC**”), to ensure that there are appropriate checks and balances. These Board Committees operate within clearly defined terms of reference (“**TOR**”) which are reviewed from time to time, along with the committee structures and memberships to ensure their continued relevance, taking into consideration any changes in the governance and development of the Group. Any change to the TOR for any Board Committee requires the approval of the Board. As at 31 December 2024, the AC, RC and NC each comprises entirely Independent Non-Executive Directors.

The Board Committees will report to the Board with their decisions and/or recommendations. Notwithstanding the delegation of authority to the Board Committees and Management on specified matters, the ultimate responsibility on all matters lies with the Board.

Provision 1.5 – Board and Board Committees Meetings and Attendance

The schedule of all Board and Board Committees meetings as well as the annual general meeting of the Company (“**AGM**”) for the next calendar year is planned well in advance. The Board and Board Committees meet regularly and whenever necessary throughout the year to review and approve the Group's major strategic plans as well as major investments, disposals and funding matters. When required, the Board also sets aside time at the scheduled meetings to meet without the presence of the Management. Ad-hoc meetings are also held as and when the need arises. Directors who are unable to meet physically, may participate in the meeting through electronic means such as telephone or video conference or other methods of simultaneous communication.

The attendance of the Directors at general meetings, Board and Board Committees meetings, as well as the frequency of such meetings during FY2024 are as follows:

ATTENDANCE AT MEETINGS											
Name	Board		Audit Committee		Nominating Committee		Remuneration Committee		AGM	EGM	
	No. of meetings held	attended	No. of meetings held	attended	No. of meetings held	attended	No. of meetings held	attended	held on	held on	
Yeo Kan Yen	2	2	2	2	1	1	1	1	30/04/2024	22/11/2024	
Yang Ran	2	2	2	2*	1	1*	1	1*	1	1	
Yang Li	2	2	2	2*	1	1*	1	1*	1	1	
Heng Victor Ja Wei	2	2	2	2	1	1	1	1	1	1	
Peng Lei Qing	2	2	2	2	1	1	1	1	1	1	

* by invitation

CORPORATE GOVERNANCE

The Company Secretary and/or his representative(s) will administer, attend and prepare minutes of the Board and Board Committees meetings, assist each of the Board's and Board Committees' Chairman in ensuring that the Board's and Board Committees' procedures are followed and reviewed so that the Board and Board Committees function effectively, and ensure that the Constitution of the Company and relevant rules and regulations, including those of the Companies Act 1967 of Singapore (the "**Companies Act**") and the SGX-ST (including the Catalist Rules), are complied with.

When a Director has multiple board representations, the NC will consider whether or not the Director is able to and has adequately carried out his/her duties as a Director of the Company, taking into consideration the Director's number of listed company board representations and other principal commitments. In support of their candidature for directorship or re-election, Directors are to provide the NC with details of their other commitments and an indication of the time involved. The Board and the NC have established a guideline on the maximum number of listed company directorships that each Director is allowed to hold, and this guideline can be found under Provision 4.5 of this report.

Provision 1.6 – Access to Information

For the Board to fulfill its responsibilities, Management provides adequate and timely information to the Board on affairs and issues that require the Board's decision as well as ongoing reports relating to operational and financial performance of the Company and the Group. The agenda and materials for Board and Board Committees meetings are circulated before meetings to allow the Directors sufficient time to review and seek clarification or further information. Whenever appropriate, senior managers who can provide additional insight on the matters to be discussed are invited to attend the Board meetings.

The Company Secretary and/or his representative(s) attends all the Board and Board Committees meetings. Minutes of the Board and Board Committees meetings are circulated to all Directors after the respective meetings so that each Director is apprised of the topics discussed and deliberated during each Board and Board Committee meeting.

Directors are also informed on a regular basis as and when there are any significant developments or events relating to the Group's business operations.

Provision 1.7 – Access to Management, Company Secretary and External Advisers

The Board has separate and independent access to the Management and the Company Secretary at all times. Queries by Directors on the Group's developments, management proposals or circulated papers are directed and answered by the Management. The Company Secretary and/or his representative(s) are present at all Board and Board Committees meetings to ensure that proper procedures and applicable rules and regulations are observed and complied with, as well as to provide advice and guidance on corporate governance and regulatory compliance matters. The Company Secretary and/or his representative(s) will administer, attend and prepare minutes of the Board and Board Committees meetings, assist each of the Board and Board Committees Chairman in ensuring that the Board's and the Board Committees' procedures are followed and reviewed so that the Board and Board Committees function effectively and ensures that the Company's Constitution and relevant rules and regulations, including those of the Companies Act and the SGX-ST, are complied with. The appointment and removal of the Company Secretary is decided by the Board as a whole.

The Board also has independent access to the external advisers, including the Sponsor, the external auditors and the internal auditors. Should Directors, whether as a group or individually, require independent professional advice in furtherance of their duties, the Company, upon the directive by the Board, shall appoint such independent professional adviser to render advice to enable them to discharge their duties. The costs of such professional advice shall be borne by the Company.

(2) 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 interest of the Company.

Provision 2.1 to 2.3 – Board Composition and Independence of Directors

Currently, the Board comprises two Executive Directors and three Independent Non-Executive Directors. The Company endeavours to maintain a strong independent element on the Board. Accordingly, Independent Non-Executive Directors make up a majority of the Board. Key information regarding the Directors can be found under the “Board of Directors” section of the Annual Report.

The current composition of the Board and Board Committees is set out below:

Board	Designation	Audit Committee	Nominating Committee	Remuneration Committee
Yeo Kan Yen	Independent Non-Executive Chairman	Member	Chairman	Member
Yang Ran	Executive Director	-	-	-
Yang Li	Executive and Strategy Director	-	-	-
Heng Victor Ja Wei	Independent Non-Executive Director	Chairman	Member	Member
Peng Lei Qing	Independent Non-Executive Director	Member	Member	Chairman

The Company does not have any alternate directors.

The Independent Non-Executive Directors are independent in conduct, character and judgement and have confirmed that they do not have any relationship with the Company or its related corporations, substantial shareholders or officers that could interfere, or be reasonably perceived to interfere, with the exercise of their independent business judgement with a view to the best interests of the Company. The NC reviews annually the independence of each Director, taking into account the existence of relationships or circumstances, including those provided in the Code. Each Independent Non-Executive Director is required to complete a Confirmation of Independence form based on Principle 2 of the Code for the NC’s review and recommendation to the Board.

For FY2024, the NC has reviewed and determined that the Independent Non-Executive Directors are independent, in accordance with the guidelines in the Code, PG and Catalist Rules and that there are no Directors who are deemed to be independent notwithstanding the existence of a relation in the Code that would otherwise deem him/her not to be independent. Each member of the NC has abstained from the deliberations of his/her own independence.

The Board noted that none of the Independent Non-Executive Directors has served on the Board beyond nine years from the date of his/her first appointment.

CORPORATE GOVERNANCE

[Provision 2.4 – Board to determine its appropriate size and Board Diversity](#)

The NC is of the view that the current Board exhibits a level of independence that sufficiently enables the Board to exercise objective judgment on corporate affairs independently from the management. The NC is also of the view that no individual or small groups of individuals dominate the Board's decision-making processes.

The Board continually reviews its size and composition with a view towards the refreshing of the Board and to strike the appropriate balance and diversity of skills, experience, and knowledge of the Company to support the Group's businesses and strategy.

The current Directors bring with them a wealth of experience and a broad range of expertise relevant to the Group's businesses and strategy, including accounting, finance, business and management, strategic planning, and regional business experience. The key information and profiles of the Directors are set out on pages 34 and 35 of the Annual Report.

Board membership is refreshed progressively and in an orderly manner, bearing in mind the contributions from long-standing directors who have over time developed an understanding and insight into the Group's businesses.

To meet the changing challenges in the industry and countries which the Group operates in, such reviews, which includes considering factors such as the expertise, skills and perspectives which the Board needs against the existing competencies would be done on an annual basis to ensure that the Board dynamics remain optimal.

The Board is of the view that the size of the board, comprising five Directors is appropriate, with reference to the scope and extent of the Group's operations. The Company's Independent Non-Executive Directors enhance the Board with increased knowledge, business contacts, proven business and commercial experience. This balance is important in ensuring that the strategies proposed by the executive management are fully discussed and examined, taking into account the long-term interests of the Group.

The Board acknowledges and embraces the benefits of diversity on the Board and has endeavoured to achieve diversity of skills, knowledge, experience and age as described above, so as to avoid group-think and to foster constructive debate. In this regard, the Company has put in place a Board diversity policy during FP2023 which commits to giving due consideration to the benefits of diversity when seeking to appoint candidates to the Board. The policy defines "diversity" to refer not only to gender but also to skill sets, age, cultural ethnicity, sectoral experience, background and other relevant attributes to ensure decisions are made objectively and in the best interests of the Company taking into account diverse perspectives and insights. The Board believes that the policy will benefit the Group in having access to a wider pool of talents as well as varied perspectives to facilitate problem solving and strategic thinking.

The current Board composition reflects the Company's commitment to Board diversity in terms of gender where current Board comprise of four males, or is 80% male, and as among the Independent Directors, the female representation is 20%. The current Board has also achieved age diversity with its Directors in different age ranges. Currently, the ages of the Board members range from 37 to 61.

The Company remains committed to implementing its Board diversity policy and any further progress made towards the implementation of such policy will be disclosed in future Corporate Governance Reports, as appropriate.

The NC and the Board believe that currently there being an appropriate balance of industry knowledge, skills, background, experience, professional qualifications, age and gender on the Board, allows for diverse and objective perspectives on the Group's business and direction to support the long-term success of the Group, and are satisfied that the objectives of the Board diversity policy are met and the current Board composition reflects the Company's commitment to Board diversity. The NC will also continue to review the Board diversity policy, as appropriate, to ensure its effectiveness, and will recommend appropriate revisions to the Board for consideration and approval.

Provision 2.5 – Meeting of Independent Non-Executive Directors without Management

The Independent Non-Executive Directors meet when necessary and as appropriate for discussion without the presence of Management. The Chairman of such meetings will provide feedback to the Board. The Independent Non-Executive Directors met 2 times during FY2024 without the presence of Management.

(3) 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.

Provision 3.1 & 3.2 – Chairman and Chief Executive Officer should be separate persons

Mr Yeo Kan Yen serves as the Independent Non-Executive Chairman of the Board. Mr Yeo bears responsibility for the effective workings of the Board. He ensures that Board meetings are held when necessary and sets the Board meeting agenda. Mr Yeo reviews all Board papers before they are presented to the Board and ensures that procedures are in place to provide Directors with timely and comprehensive analyses necessary for exercising informed judgement and decisions. Management staff who have prepared the papers, or who can provide additional insight in the matters to be discussed, are sometimes invited to attend and present the papers at the Board meeting. Mr Yeo also ensures that the members of the Board work together with the management team, and have the capability and moral authority to engage Management in constructive debate on various matters, including strategic issues and business planning processes. The day-to-day management functions are performed by senior Management, headed by the Executive Directors.

Mr Yang Ran, the Executive Director of the Company, has full executive responsibilities over business directions and operational decisions of the Group. Mr Yang Ran is assisted by Mr Yang Li, the Executive and Strategy Director of the Company. The Board reviews all major decisions made by the Executive Directors. The NC periodically reviews their performance and their appointment to the Board and the RC periodically reviews their remuneration package.

Provision 3.3 – Appointment of Lead Independent Director

The Board has not appointed any lead independent director taking into consideration the Board size. Nevertheless, the Independent Non-Executive Directors, currently represent 60% of the Board, individually and collectively, are and have been available to shareholders as a channel of communication between shareholders and the Board or Management.

CORPORATE GOVERNANCE

(4) Board Membership

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

Provision 4.1 & 4.2 – Composition and Role of the Nominating Committee (“NC”)

The Nominating Committee comprises the following members, all of whom are Independent Non-Executive Directors:

Mr Yeo Kan Yen (Chairman)
Mr Heng Victor Ja Wei
Professor Peng Lei Qing

The NC held 1 meeting in FY2024. The NC Chairman reports formally to the Board on its proceedings after each meeting on all matters within its duties and responsibilities.

The key responsibilities of the NC as set out in its TOR are to:

- (i) evaluate and review nominations for appointment and re-appointment to the Board and the various Board Committees;
- (ii) review the size and composition of the Board and Board Committees;
- (iii) ensure that the Board has the appropriate balance of expertise, skills, knowledge, experience, attributes and abilities;
- (iv) review Directors' independence and performance;
- (v) review the training and professional development programmes for Board members;
- (vi) review the process and criteria for evaluation of the performance of the Board, Board Committees and Directors; and
- (vii) review and make recommendations to the Board on relevant matters, relating to the succession plans of the Board and Management Team, in particular the appointment and/or replacement.

The Nominating Committee, upon carrying out such review as set out above, makes recommendation on the above matters for Board consideration and approval.

Provision 4.3 – Process for Selection, Appointment and Re-appointment of Directors

Board renewal is a continuous process, to ensure good corporate governance and to maintain relevance to the business as well as changing needs of the Company. The Constitution of the Company requires one-third of the Directors to retire and subject themselves to re-election by shareholders at every AGM such that no Director stays in office for more than three years without being re-elected by shareholders. All Directors must also submit themselves for re-nomination and re-election at least once every three years under Rule 720(4) of the Catalist Rules.

The NC has recommended to the Board the re-election of Mr Heng Victor Ja Wei (“**Mr Heng**”) and Prof Peng Lei Qing (“**Professor Peng**”) (the “**Retiring Directors**”) who are retiring pursuant to Regulation 114 of the Company's Constitution at the forthcoming AGM. The Board has accepted the NC's recommendation. The Retiring Directors had consented to act and offered themselves for re-election. Each of the Retiring Directors had abstained from the discussion and recused from deliberation and voting in respect of their respective nominations.

Mr Heng and Professor Peng will, upon re-appointment as Directors of the Company, remain as Independent Non-Executive Directors. The Board considers Mr Heng and Professor Peng to be independent for the purpose of Rule 704(7) of the Catalist Rules. The information required under Rule 720(5) of the Catalist Rules for re-election are set out in pages 65 to 70 of this report.

The NC has put in place a process for selecting, appointing new Directors and re-appointing Directors to the Board. Where there is a need to appoint a new Director, the NC will evaluate the balance and diversity of skills, expertise, knowledge, gender, age and experience of the Board and Board Committees in order to identify the essential and desirable competencies of the candidate. The NC may identify candidates for appointment as new Directors through business network of Board members or engage external independent professional advisors in the search for suitable candidates. The NC will generally identify suitable candidates skilled in core competencies such as strategic planning, accounting or finance and business or management expertise. If the NC decides that a candidate is suitable, the NC would recommend its choice to the Board of Directors. In relation to the re-appointment of Directors, the NC assesses the performance of the Director in accordance with the process and performance criteria approved by the Board. Upon obtaining a satisfactory conclusion of the same, the NC recommends the re-appointment of such Director to the Board for approval. The NC member will recuse from deliberation in respective of their respective re-appointment.

Provision 4.4 – Determination of Directors' Independence

The NC is also responsible for determining annually, and as and when circumstances arise, the independence of Directors. On an annual basis, each Independent Non-Executive Director is required to complete a confirmation of independence based on the Principle 2 of the Code and the Catalist Rules. The NC has reviewed and ascertained that Mr Yeo, Mr Heng and Professor Peng continue to remain independent.

Provision 4.5 – Multiple Board Representations

The NC, after reviewing the respective list of directorships held by each Director as well as their attendance and time committed to Company's affairs, is satisfied that all Directors who sit on multiple boards are able to devote adequate time and attention to the affairs of the Company and to fulfill their duties as Directors for FY2024. The Board has set the maximum number of 10 listed company board representations which any Director of the Company may hold at any one time. The Board is of the view that this maximum limit to board representations in listed companies would allow Directors to have increased exposure to different Boards and broaden their experience and knowledge on board matters without affecting their time commitment to the Company, hence ultimately benefitting the Company. All Directors have complied with this requirement.

All Directors are required to declare their board representations. Where a Director has multiple listed board representations, the NC will consider whether the Director is able to adequately carry out his duties as a Director of the Company, taking into consideration of the Director's number of listed company board representations and other principal commitments. Directors with multiple listed board representations ensure that sufficient time and attention are given to the affairs of the Group. The NC is satisfied that for FY2024 sufficient time and attention has been given by the Directors to the affairs of the Group, notwithstanding that some of the Directors have multiple listed Board representations, taking into account the attendance of the Directors at Board or Board Committee meetings, results of the assessment of the effectiveness of the Board as a whole, the Board Committees, and the respective Director's actual conduct on the Board and its Board Committees.

CORPORATE GOVERNANCE

The table below shows the disclosure of directorships and chairmanships held in other listed companies as well as other principal commitments of each respective Director:

Name of Director	Board Appointment	Date of First Appointment	Date of Last Re-election	Present directorships in other listed companies and other principal commitments
Yeo Kan Yen	Independent Non-Executive Director	27 March 2023	30 April 2024	<p><u>Present Directorships</u></p> <ol style="list-style-type: none"> 1. MG Commercial Bank Limited 2. MG Technologies Ltd 3. Primasiana Philippines Inc 4. Primasiana Pte. Ltd <p><u>Other Principal Commitments</u></p> <ol style="list-style-type: none"> 1. Head of Legal Compliance and Executive Director of MG Commercial Bank Limited 2. Chief Commercial Officer and Non-Executive Director of Sitcomasia Group, Primasiana Pte Ltd, Primasiana Philippines Inc



CORPORATE GOVERNANCE

Name of Director	Board Appointment	Date of First Appointment	Date of Last Re-election	Present directorships in other listed companies and other principal commitments
Yang Ran	Executive Director	17 October 2023	30 April 2024	<p><u>Present Directorships</u></p> <ol style="list-style-type: none"> 1. Yintai Elitist Investment Limited 2. Yintai International Management Investment Limited 3. Bacui Management Investment Limited 4. Xinlong Investment Holding Limited 5. Xinlong Development Limited 6. Yintai Excellence Service Limited 7. Elitist International Investment Holding Limited 8. Bacui Elitist Technology Limited 9. Foshan Shunde Xinlong Jingyi Enterprise Service Co., LTD 10. Foshan Yukang Network Technology Service Partnership 11. Foshan Shunde Lunjiao Best Experimental Kindergarten Co Ltd 12. Foshan Shunde District Yisheng Education Service Co., LTD 13. Guangdong Best Education Group 14. Foshan Shunde Best Education Management Co Ltd 15. Shunde Yangzheng School 16. Foshan Shunde Yijun Education Investment Co., LTD 17. Foshan Shunde Yirun Education Investment Co., LTD <p><u>Other Principal Commitments</u> Chairman of Guangdong Best Education Group and Foshan Shunde Lunjiao Best Experimental Kindergarten Co Ltd</p>

CORPORATE GOVERNANCE

Name of Director	Board Appointment	Date of First Appointment	Date of Last Re-election	Present directorships in other listed companies and other principal commitments
Yang Li	Executive and Strategy Director	17 October 2023	30 April 2024	<p>Present Directorships</p> <ol style="list-style-type: none"> 1. Foshan Shengshuo Logistics Management Service Co., Ltd 2. Foshan Shengcui Logistics Management Service Co., Ltd 3. Foshan Shunde Yuntai Enterprise Management Service Co., Ltd 4. Foshan Yicui Business Service Co., Ltd 5. Foshan Shengcui Investment Service Co., Ltd 6. Foshan Nafu Logistics Management Co., Ltd 7. Foshan Best Jingyi Logistics Management Service Co., Ltd 8. Foshan Intellect Jingying Enterprise Service Co., Ltd 9. Foshan Shunde Intellect Jingyi Industrial Investment Co., Ltd 10. Foshan Xinlong Zhigu Enterprise Service Co., Ltd 11. Foshan Xinlong Yukang Management Service Co., Ltd 12. Foshan Xinlong Xuegu Enterprise Service Co., Ltd 13. Foshan Xinlong Zhuoyue Technology Service Co., Ltd 14. Nafu (Shenzhen) Technology Education Co., Ltd 15. Foshan Shunde Dingjia Energy Technology Co., Ltd 16. Foshan Shunde Kaihong Enterprise Management Service Co., Ltd 17. Foshan Shunde Lunjiao Best Experimental Kindergarten Co., Ltd 18. Foshan Shunde Best Xuegu Technology Co., Ltd 19. Foshan Shunde Best Zhigu Technology Co., Ltd 20. Guangdong Best Education Group 21. Foshan Intellect Business Service Co., Ltd 22. Foshan Shunde Shengshang Education Consulting Service Co Ltd 23. Guangdong Yintai Financial Services Co., Ltd 24. Guangdong Kangxin Property Management Co., Ltd 25. Foshan Yinhuang Education Services Co., Ltd. 26. Foshan Bacui Zhicheng Enterprise Investment Co., Ltd. 27. Foshan Bacui Huixian Enterprise Management Co., Ltd. 28. Foshan Bacui Elite Enterprise Management Services Co., Ltd. 29. Foshan Bacui Zhicheng Enterprise Services Co., Ltd. 30. Foshan Bacui Zhicheng Enterprise Consulting Services Co., Ltd. <p>Other Principal Commitments Chief Financial Officer of Foshan Shunde District Bacui Human Resources Co., Ltd. and other related companies</p>

CORPORATE GOVERNANCE

Name of Director	Board Appointment	Date of First Appointment	Date of Last Re-election	Present directorships in other listed companies and other principal commitments
Heng Victor Ja Wei	Independent Non-Executive Director	30 June 2023	31 July 2023	<p><u>Present Directorships</u></p> <ol style="list-style-type: none"> 1. TradeGo FinTech Limited 2. Morison Global Asia Pacific Ltd 3. Central Consulting Limited 4. Constantin Serval and Associates (Hong Kong) Ltd 5. MH Tax Limited 6. Kivo Media Ltd 7. Veson Holdings Limited 8. Morison Heng CPA Limited 9. Matrix Holdings Limited 10. Lee & Man Chemical Company Limited 11. MH Commercial Services Ltd 12. Lido Development Ltd 13. Eagle Woods Limited <p><u>Other Principal Commitments</u></p> <ol style="list-style-type: none"> 1. Managing Partner of Morison Heng CPA 2. Company Secretary of China Life Insurance Company Ltd
Peng Lei Qing	Independent Non-Executive Director	30 June 2023	31 July 2023	<p><u>Present Directorships</u></p> <ol style="list-style-type: none"> 1. Guangdong Inspection Testing and Certification Group Co., Ltd 2. Guangdong Shunde Rural Commercial Bank 3. Guangdong Exchange Group <p><u>Other Principal Commitments</u></p> <ol style="list-style-type: none"> 1. Legal Representative in Guangzhou Shiji Skincare Co., Ltd. 2. Supervisor of Guangzhou Wondfo Biotech Co., Ltd.

CORPORATE GOVERNANCE

(5) 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.

Provision 5.1 & 5.2 – Assessing the effectiveness of the Board, Board Committees, Individual Director

The NC uses its best efforts to ensure that Directors appointed to the Board possess the relevant background, experience and knowledge and that each Director brings to the Board an independent and objective perspective to enable balanced and well-considered decisions to be made.

The Board has established a set of criteria for evaluating the effectiveness of the Board and Board Committees, as well as each individual Director. The NC has in place an annual Board Performance Evaluation exercise to evaluate the effectiveness of the Board and facilitate discussion to enable Directors to discharge their duties more effectively. The evaluations are carried out by means of a questionnaire being completed by each Director. The results of the completed questionnaires are collated and the findings are analysed and discussed by the NC, with comparatives from the previous year's results and reported to the Board.

The view on the Board's effectiveness was formed by looking at various criteria including: the composition and size of the Board, Board processes, the effectiveness of the Board Committees, the Board's access to information and how the Board tracks performance and manages risks.

In FY2024, the evaluation of the contribution by the individual Director to the Board is done through self-assessment, and in each case through a confidential questionnaire completed by the Directors individually. The assessment parameters for such individual evaluation include both qualitative and quantitative factors such as attendance records, contributions during Board meetings, as well as individual performance of principal functions and fiduciary duties.

The completed questionnaires are collated by the Company Secretary for the NC's deliberation. The NC then presents the results, conclusions and its recommendations to the Board. The Directors acts on the results of the performance evaluation, and where appropriate and in consultation with the NC, proposes new members to be appointed to the Board, or seeks the resignation of a Director. The NC has assessed the current Board's performance to date and is of the view that performance of the Board as a whole has been satisfactory. All NC members have abstained from the review process of any matters in connection with the assessment of his performance or re-appointment as a Director of the Company.

Following the review, the Board is of the view that the Board and its Board Committees operate effectively and have met its performance objectives and each Director is contributing to the overall effectiveness of the Board in FY2024. The Board has allocated budgets for Directors to attend training and the NC will make recommendations to the Board on the training and professional development programmes for the Board members.

The Board has not engaged any external facilitator in conducting the assessment of Board performance for FY2024. Where relevant, the NC will consider such engagement.

REMUNERATION MATTERS

- (6) Procedure for developing remuneration policies**
- (7) Level and Mix of Remuneration**
- (8) Disclosure on Remuneration**

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

Provision 6.1 & 6.2 – Composition and Role of the Remuneration Committee (“RC”)

The RC comprises the following members, all of whom are Independent and Non-Executive Directors:

Professor Peng Lei Qing (Chairman)
Mr Heng Victor Ja Wei
Mr Yeo Kan Yen

The RC held 1 meeting in FY2024. The RC Chairman reports formally to the Board on its proceedings after each meeting on all matters within its duties and responsibilities.

The key responsibilities of the RC are to:

- (i) to review and recommend to the Board the framework and policies of remuneration for Directors and key management personnel. The RC's recommendations are made in consultation with the Chairman and Managing Director and submitted for endorsement by the entire Board. The review covers all aspects of remuneration, including but not limited to Directors' fees, salaries, allowances, bonuses, options, share-based incentives and awards, and benefits-in-kind, of the Directors and key management personnel;
- (ii) to review and recommend to the Board the terms of the service agreements of the Directors;
- (iii) to determine the specific remuneration packages for each key management personnel based on performance, length of service, seniority, experience and scope of responsibility;
- (iv) to recommend the fees payable to Non-Executive Directors based on the level of responsibilities undertaken by them; and
- (v) to consider the disclosure requirements for Directors' and key management personnel's remuneration as required by the SGX-ST and as recommended by the Code, as the case may be.



CORPORATE GOVERNANCE

Provision 6.3 – Remuneration Framework

The Executive Directors are not paid any remuneration by the Group save for directors' fees. The remuneration packages for key management personnel comprise annual fixed salary and variable salary component. The variable salary component is in the form of a variable bonus that is linked to the performance of the Group and the individual's performance.

The RC, guided by its TOR, reviews and recommends to the Board, in consultation with management, a framework for all aspects of remuneration including reviewing the Company's obligations arising in the event of termination of the Executive Director's and key management personnel's contracts of service. The RC sets the remuneration guidelines for the Group for the key management personnel for each annual period. The recommendations of the RC are submitted for endorsement by the Board. All aspects of remuneration, including but not limited to directors' fees, salaries, allowances, bonuses, options, benefits-in-kind and termination terms are covered by the RC to ensure they are fair. The Company's remuneration policy is one that seeks to attract, retain and motivate talent to achieve the Company's business vision and create sustainable value for its stakeholders.

Each RC member will abstain from participating in the deliberations of and voting on any resolution in respect of his remuneration package.

Provision 6.4 – RC access to expert professional advice

The RC has access to expert professional advice on compensation matters whenever there is a need to consult externally. In its deliberations, the RC takes into consideration industry practices and norms in compensation, in addition to the Company's relative performance to the industry and the performance of the individual Directors. The Company did not engage remuneration consultants in FY2024.

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

Provision 7.1 to 7.3 – Remuneration of Executive Director, Non-Executive Directors and Key Management Personnels ("KMPs")

The Executive Directors are not paid any remuneration save for directors' fees.

The Independent Non-Executive Directors receive directors' fees in accordance with their level of contributions, taking into account factors such as responsibilities, effort and time spent serving on the Board and Board Committees. The directors' fees are recommended by the RC to the Board and are subject to the approval of shareholders at the AGM. The RC reviewed and assessed that the remuneration of the Executive and Independent Non-Executive Directors for FY2024 is appropriate after considering the aforementioned factors.

No Director will be involved in deciding his own remuneration. In setting remuneration packages, the RC takes into consideration the prevailing market conditions, the pay and employment conditions within the industry and in comparable companies. The RC reviews all aspects of the remuneration packages to ensure that the level and structure of remuneration of the Executive Directors and KMPs are appropriate to the sustained performance and value creation of the Group, taking into account the strategic objectives of the Group, and are aligned with the long-term interest of the Group. The remuneration packages of the KMPs are linked to the performance of the Group as a whole, as well as the individual performance. This is designed to align remuneration with the interests of shareholders and link rewards to corporate and individual performance to promote the long-term sustainability of the Group. For FY2024, the RC has reviewed the performance of the KMPs and are satisfied that their remuneration commensurate with their performance, contributions and effort.

Annual reviews of the remuneration packages of the Directors and KMPs are carried out by the RC to ensure that the remuneration commensurate with their performance and that of the Company. In designing the remuneration structure, the Company seeks to ensure that the level and mix of remuneration is transparent, competitive, relevant and appropriate in finding a balance between the current and longer-term objectives of the Company so as to be able to attract, retain and motivate talents without being excessive, and thereby maximising value for shareholders.

Directors' fees for Independent Non-Executive Directors and Executive Directors are subject to approval of shareholders at the AGM.

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

Provision 8.1 – Remuneration of Directors, CEO and Top Five KMP

The remuneration of the Directors for FY2024 is set out below.

Name	Salary	Bonus	Allowances & Others	Directors' Fee	Total Remuneration
<u>Below S\$250,000</u>					
Yeo Kan Yen	-	-	-	S\$40,000	S\$40,000
Yang Ran	-	-	-	S\$20,000	S\$20,000
Yang Li	-	-	-	S\$20,000	S\$20,000
Heng Victor Ja Wei	-	-	-	S\$30,000	S\$30,000
Peng Lei Qing	-	-	-	S\$20,000	S\$20,000

The Group only has two KMPs (who are not Directors or the CEO). Details of the remuneration paid to these two KMPs for FY2024 are set out as follows:

Name	Salary	Bonus	Total
Liang Jianfeng	54%	46%	100%
Zeng Huiting	100%	-	100%

The profiles of the KMPs are located on page 38 of the Annual Report.

All the Directors receive directors' fees for attending to Board matters. For chairing committees, a Director receives a small additional fee. A Director who serves for part of the financial year will receive pro-rated director's fee. Total directors' fee for FY2024 amounted to S\$130,000 (9 months ended 31 December 2023 ("FP2023"): S\$61,666). The total remuneration paid to or accrued for the top two KMPs (who are not Directors or the CEO) for FY2024 was S\$0.13 million (FP2023: S\$0.13 million (top four KMPs)).

In view of the commercial sensitivity and confidential nature of remuneration matters, the Board opined that it is in the best interest of the Group not to disclose the exact remuneration of KMP, and disclosure in bands of S\$250,000 provides a good overview and is informative of the remuneration of the KMP.

Taking into account the disclosure of the exact remuneration of the Directors and the aggregate remuneration paid to KMP, the Board has determined that there is sufficient transparency and information on the remuneration policies, level and mix of remuneration, the procedure for setting remuneration and the relationships between remuneration, performance and value creation consistent with the intent of Principle 8 of the Code.

No termination, retirement or post-employment benefits are granted to Directors or KMPs.

CORPORATE GOVERNANCE

Provision 8.2 – Employees who are Substantial Shareholders, Immediate Family Members of a Director or the CEO or a Substantial Shareholder

The Company does not have any employee who is a substantial shareholder of the Company or an immediate family member of a Director (including the Executive Director) or a substantial shareholder of the Company and whose remuneration exceeds S\$100,000 for FY2024.

Provision 8.3 – Employee Share Scheme Share Incentive Scheme

Bacui Technologies International Ltd. Employees' Share Option Scheme (the "BTIL ESOS")

On 30 July 2014, members of the Company approved and adopted the Company's Employees' Share Option Scheme at an extraordinary general meeting ("EGM"), which has since been renamed as Bacui Technologies International Ltd. Employees' Share Option Scheme ("BTIL ESOS"). The BTIL ESOS is administered by the RC comprising Peng Lei Qing (Chairman of the RC), Heng Victor Ja Wei and Yeo Kan Yen.

In exercising its discretion in administering the BTIL ESOS, the RC must act in accordance with any guidelines that may be provided by the Board. The RC shall refer any matter not falling within the scope of its TOR to the Board. The RC shall have the power, from time to time, to make and vary such terms for the implementation of the BTIL ESOS as it thinks fit.

The BTIL ESOS is intended to provide participants an opportunity to participate in the equity of the Company so as to motivate them to greater dedication, loyalty and higher standards of performance, and to give recognition to those who have contributed significantly to the growth and performance of the Company and/or the Group.

(a) Eligible participants

- Group employees who have attained the age of 21 years and hold such rank as may be designated by the RC from time to time; and
- Directors of the Company.

The selection of employees and the number of shares which are the subject of each award to be granted to employees in accordance with the BTIL ESOS shall be determined at the absolute discretion of the RC, which shall take into account criteria such as rank, job performance, creativity, innovativeness, entrepreneurship, years of service and potential for future development, contribution to the success and development of the Group and the extent of effort and resourcefulness required to achieve the performance target(s) within the performance period. The controlling shareholders or their associates and associated company employees are not eligible for selection to participate in the BTIL ESOS.

(b) Size and duration

The aggregate number of shares which may be issued or transferred pursuant to options granted under the BTIL ESOS on any date, when added to the aggregate number of shares issued and issuable and/or transferred and transferable in respect of (a) all options granted under the BTIL ESOS and (b) all awards, shares and/or options granted under any other share scheme implemented by the Company and for the time being in force, shall not exceed 20% of the total number of issued shares of the Company (excluding treasury shares) on the day preceding the relevant date of grant.

The BTIL ESOS shall continue in force at the discretion of the RC, subject to a maximum period of 10 years commencing from 30 July 2014, provided always that the BTIL ESOS may continue beyond the 10-year period with the approval of the shareholders in a general meeting and of any relevant authorities which may then be required. Notwithstanding the expiry or termination of the BTIL ESOS, any options granted to employees prior to such expiry or termination will continue to remain valid.

Details of the share options granted can be found on pages 72 to 74 of the Annual Report.

ACCOUNTABILITY AND AUDIT

(9) Risk Management and Internal Controls

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

Provision 9.1 & 9.2 – Design, Implementation and Monitoring of Risk Management and Internal Control Systems

The Company does not have a separate risk committee. The Board with the assistance of the AC is responsible for the overall internal control framework. A system is designed to manage rather than eliminate the risk of failure to achieve business objectives, and can provide only reasonable and not absolute assurance against material misstatement or loss. The AC and the Board regularly review the adequacy and effectiveness of all internal controls to address the financial, operational, compliance and information technology risks and risk management controls of the Group. The AC and the Board ensures that any improvements to the internal control system that are to be implemented are completed by the management within a specific timeframe.

The Board ensures that Management maintains a sound system of internal controls and effective risk management policies to safeguard shareholders' interests and the Group's assets and in this regard, is assisted by the AC which conducts the reviews of the adequacy and effectiveness of the Group's internal controls and risk management systems. The identification and management of risks are delegated to Management, who assumes ownership and day-to-day management of these risks. Management reports to the AC on the Group's risks profile on a regular basis, evaluates results and counter measures to mitigate identified potential risks.

Relying on the reports from the IA, EA and management representation letters, the AC carried out assessments of the adequacy and effectiveness of key internal controls during the year. Any material non-compliance or weaknesses in internal controls or recommendations from the IA and EA to further improve the internal controls are reported to the AC. The AC in turn reports such discussions to the Board. The AC will also follow up on the actions taken by Management in response to recommendations made by the IA and EA to ensure that they are implemented in a timely and appropriate manner. The Group's financial risk management objectives and policies are discussed under Note 23 to the Financial Statements.

In FY2024, the Board has received assurances from the Executive and Strategy Director and Senior Group Finance Manager of the Company that the Group's financial records have been properly maintained and the financial statements give a true and fair view of the Group's operations and finances, and the Group's risk management and internal control system were adequate and effective.

The Company also has in place a whistle-blowing policy and arrangements by which staff may, in confidence, raise concerns about possible improprieties in matters of financial reporting or other matters. The details of the whistle-blowing policy are set out in page 63 of the Annual Report.

Based on the various management controls put in place and the reports from the IA and EA, reviews by management and the management representation letters, the Board with the concurrence of the AC, is of the opinion that the system of internal controls addressing financial, operational, compliance and information technology risks and risk management systems maintained by the Group in FY2024 were adequate and effective.

CORPORATE GOVERNANCE

While the Board acknowledges that the system of internal controls and risk management established by Management provide reasonable, but not absolute assurance that the Group will not be adversely affected by any event that can be reasonably foreseen as it endeavours to achieve its business objectives, it is also mindful that no system of internal controls and risk management can provide absolute assurance in this regard, or absolute assurance against poor judgement in decision making, human error, fraud or other irregularities.

(10) Audit Committee

Principle 10: The Board has an Audit Committee ("AC") which discharges its duties objectively.

Provision 10.1 & 10.2 – Composition and Role of the AC

The AC comprises the following members, all of whom are Independent Non-Executive Directors:

Mr Heng Victor Ja Wei (Chairman)
Professor Peng Lei Qing
Mr Yeo Kan Yen

The AC held 2 meetings in FY2024. The AC Chairman reports formally to the Board on its proceedings after each meeting on all matters within its duties and responsibilities. At least two members, including the AC Chairman, possess relevant accounting experience and/or related financial management expertise.

The AC has full access to and full co-operation of the Management. The AC also has the power to conduct or authorise investigations into any matters within its TOR. The EA have unrestricted access to the AC.

The AC holds periodic meetings and primarily carries out the following functions:

- (a) Reviews the scope and the results of internal audit procedures with the IA;
- (b) Reviews the audit plans set forth by the EA, evaluates the report issued by the EA from their examination of the Company's internal and accounting controls system;
- (c) Reviews the operating results of the Group and Company, accounting policies and assistance given by the management to EA;
- (d) Reviews the financial statements of the Group and Company before submission to the Board;
- (e) Reviews all interested person transactions;
- (f) Makes recommendations to the Board on the appointment, re-appointment or removal of the EA, and makes recommendations to the Board on the remuneration and terms of engagement of the EA;
- (g) Reviews the adequacy and effectiveness of the Company's internal controls and risk management systems annually;
- (h) Reviews the assurance from the Executive Directors on the financial records and financial statements;
- (i) Reviews the adequacy, effectiveness, independence, scope and results of the EA and the IA; and
- (j) Reviews the policy and arrangements for concerns about possible improprieties in financial reporting or other matters to be safely raised, independently investigated and appropriately followed up on.

Provision 10.3 – Former Partner or Director of the Company's Existing Auditing Firm

None of the Audit Committee members were previous partners or directors of the Company's independent audit firm within the last two years and none of the AC members hold any financial interest in the independent audit firm.

[Provision 10.4 – Internal Audit](#)

During the financial year, the Company has appointed APEC Risk Management Limited as the IA for the two operating subsidiaries in China. The internal audit function covers the audits of subsidiary corporations and its primary line of reporting is to the Chairman of the AC.

The IA has unfettered access to all the Group's documents, records, properties and personnel including direct access to the AC and has appropriate standing within the Group. The AC will follow up with Management to ensure that all recommendations made by the IA are implemented within the timeline as committed by Management.

The AC is responsible for the appointment, termination and fix the remuneration of the IA. The AC reviews the adequacy and effectiveness of the internal audit function on an on-going basis. The IA adopts the International Standards for the Professional Practice of Internal Auditing issued by The Institute of Internal Auditors. The AC is satisfied that the IA is independent, effective and has adequate resources and appropriate standing in the Company to discharge its activities independently and effectively. The AC will annually assess and ensure the independence, effectiveness and adequacy of the internal audit function.

[Provision 10.5 – Meetings with EA and IA](#)

The EA of the Company is Moore Stephens LLP ("**Moore Stephens**"). The auditor of the Company's foreign subsidiary corporation, Bacui Elitist Technology Limited is audited by Moore CPA Limited, Hong Kong.

For the purpose of the consolidated financial statements, these financial statements are reviewed by Moore Stephens. Accordingly, the Company has complied with Rules 712, 715 and 716 of the Catalist Rules.

For FY2024, the AC met with the EA and IA without the presence of Management to discuss any issues they may have (including suspected fraud or irregularity, or suspected infringement of any applicable law, rules or regulations) which has, or is likely to have, a material impact on the Group's operating results or financial position and Management's response thereof. Both the EA and IA confirmed that they had access to and received full co-operation and assistance from Management and no restrictions were placed on the scope of their audit.

A breakdown of the audit fees paid to the Company's EA is disclosed in page 83 of the Annual Report. No other non-audit services were rendered by the Company's EA during FY2024.

The AC recognises the need to maintain a balance between the independence and objectivity of the independent auditor and the work carried out by the independent auditors based on value for money consideration. The AC is satisfied with the independence and objectivity of the EA and has recommended that Moore Stephens be re-appointed as the Company's EA in respect of the financial year ending 31 December 2025.

To keep abreast of the changes in accounting standards and issues which have an impact on the financial statements, discussions are held with the independent auditor when they attend the AC meetings every half yearly.

CORPORATE GOVERNANCE

SHAREHOLDER RIGHTS AND ENGAGEMENT

(11) Shareholder Rights and Conduct of General Meetings

(12) Engagement with Shareholders

(13) Managing Stakeholders Relationships

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.

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.

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.

We believe in regular and timely communication with shareholders as part of our organisation's development to build systems and procedures that will enable us to operate globally.

It is the aim of the Board to provide shareholders with a balanced and understandable assessment of the Company's performance, position and prospects. This responsibility extends to the interim and full year financial results announcements, other price-sensitive public reports and reports to regulators (if applicable).

In line with continuous obligations of the Company pursuant to the Catalist Rules, it is the Board's policy that all shareholders be equally and timely informed of all major developments that will or is expected to impact the Company or the Group.

Information is disseminated to shareholders on a timely basis through:

- (a) SGXNet announcements and/or news release;
- (b) Annual Report prepared and issued to all shareholders;
- (c) Press releases on major developments of the Group;
- (d) Notices of and explanatory memoranda for AGM and EGM; and
- (e) Company's website at <http://yyb.bcyj.cn> where shareholders can access information on the Group.

The Company has adopted and in place a formal investor relations policy. The investor relations team is led by Mr Yang Li. The Company maintains a corporate website to constantly communicate with stakeholders, which is being overseen by Bacui's Group IT department in the PRC. The Company welcomes any comment, feedback and query from the stakeholders through the Company's corporate website and strives to engage and manage relationships with the stakeholders. Stakeholders may find such information on the investors relation section of the Company's corporate website.

The Company's AGMs and EGMs are the principal forum for dialogue with the shareholders. The Chairman of the AC, RC and NCs are normally available at the meetings to answer any questions relating to the scope of work of these Board Committees. The EA shall also be present to assist the Directors in addressing any relevant queries by the shareholders about the conduct of the audit and the preparation and contents of the independent auditor's report.

Shareholders are encouraged to attend all general meetings to ensure a high level of interaction and to stay informed of the Company's strategy and goals. Notice of the general meetings is circulated to all shareholders of the Company, together with explanatory notes or a circular on items of special business (if necessary), at least 14 working days (for ordinary resolutions) or 21 working days (for special resolutions) before the general meeting. The Board welcomes questions from shareholders either informally or formally before or at the general meetings.

The Company has introduced the system of voting by poll and the results of each resolution put to vote at general meetings of the Company are displayed during the meetings with details of the percentage voting in favour and against. Shareholders present are given an opportunity to clarify or direct questions on issues pertaining to the proposed resolutions either before or at the general meetings before the resolutions are voted on. The results are also announced via SGXNet after the conclusion of the meeting.

All registered shareholders are invited to participate in and are given the right to vote on resolutions at general meetings. Every matter requiring shareholders' approval is proposed as a separate resolution. Each item of special business included in the notice of the meeting is accompanied, where appropriate, by an explanation for the proposed resolution. A proxy form will be sent with the notice of general meeting to all shareholders. For investors who hold Shares under the Central Provident Fund Scheme and Supplementary Retirement Scheme ("**CPF/SRS Investors**"), the proxy form is not valid for their use and shall be ineffective for all intents and purposes if used or purported to be used by them. CPF/SRS Investors who wish to appoint the Chairman of the AGM/EGM to act as their proxy should approach their respective CPF Agent Banks/SRS Operators to submit their votes. Separate resolutions are proposed for substantially separate issues at the meeting, unless the issues are interdependent and linked so as to form one significant proposal. Where the resolutions are "bundled", the Company explains the reasons and material implications in the notice of meeting.

The Constitution of the Company allows members of the Company to appoint not more than two proxies to attend and vote on their behalf. The Constitution allows for absentia voting subject to Directors' approval and implementation. However, due to security issues including but not limited to the authentication of shareholder identity information, the Directors have not approved the implementation of absentia voting. Voting in absentia and by electronic mail may only be possible following careful study to ensure that integrity of the information and authentication of the identity of shareholders through the internet is not compromised. An exception is made for the forthcoming AGM to be held in respect for FY2024, at which shareholders shall be allowed to submit their proxy forms via electronic means.

The forthcoming AGM to be held in respect of FY2024 will be convened and held in a wholly-physical format. Shareholders will not be able to participate by way of electronic means at the forthcoming AGM.

Further information regarding the arrangements for the forthcoming AGM are set out in the Notice of AGM on pages 144 to 151 of this Annual Report.

CORPORATE GOVERNANCE

All Directors and the respective Chairman of the AC, NC and RC, the Management, and the independent auditors attend general meetings to address any queries of the shareholders. For FP2023, all the Directors were present at the AGM held on 30 April 2024.

Substantial and relevant comments or queries raised by shareholders in relation to the meeting agenda and the responses from the Board and/or Management will be made available to shareholders via SGXNet and the Company's corporate website in advance before the general meeting. The minutes of the AGM, recording proceedings of the AGM, including substantial and relevant comments or queries from shareholders, and responses from the Board and Management, will be published on the SGXNet within one month from the date of the AGM.

The Group's stakeholders play a crucial role in our business. The Group's vision and the success of its business is closely aligned with the interests and needs of its key stakeholders. Effective stakeholder engagement can help the Group to better understand the needs of its key stakeholders and incorporate these into its corporate strategy. The Group has identified three key stakeholder groups based on their relevance and influence to Group's business. They include shareholders, customers and suppliers. The Group engages with these stakeholders through various informal and formal channels of communication to learn and understand their concerns. For example, the Group maintains a corporate website to leverage on internet platforms, which enables it to communicate with key stakeholders and the public.

The other sections of the annual report set out the Group's strategy and key areas of focus in managing stakeholder relationships (for more information, please refer to the Company's Sustainability Report for FY2024).

Dividends

The Company does not have a formal dividend policy. The declaration and payment of dividends will be determined at the sole discretion of the Board and in the case of final dividends, subject to the approval of shareholders. In making their recommendation, the Board will consider the Group's cash, gearing, return on equity and retained earnings, actual and projected financial performance and working capital needs, projected level of capital expenditure and other investment plans, restriction on payment of dividends imposed by the Company's financing arrangements (if any) and the general economic and business condition in countries which the Group operates. Any proposal for the declaration of final dividends will be clearly communicated to the shareholders via SGXNet. No dividends were declared or recommended for FY2024 so as to conserve cash in view of current economic uncertainties.

MATERIAL CONTRACTS

There were no material contracts entered into by the Company and its subsidiary corporations involving the interest of the Directors or controlling shareholders, which are either subsisting at the end of the financial year, or if not than subsisting, entered into since the end of the previous financial period.

DEALINGS IN SECURITIES

The Company has in place a policy which prohibits dealings in the securities of the Company by the Directors and employees while in possession of trade- or price-sensitive information. The Company, its Directors and all officers of the Group who have access to unpublished trade- or price-sensitive and confidential information are prohibited to deal in the securities of the Company, commencing one month before the release of the half-year and full year financial results to SGX-ST and ending on the date of announcement of the relevant results, or when they are in possession of any unpublished material trade- or price-sensitive information. All Directors and officers of the Group are discouraged from dealing in the shares of the Company on short-term considerations.

Directors and officers are also expected to observe insider-trading laws at all times even when dealing with securities within the permitted trading period.

The Board confirms that the Company has complied with Rule 1204(19) of the Catalist Rules.

WHISTLE-BLOWING POLICY

The Group has in place a whistle-blowing policy to ensure independent investigations of complaints relating to fraud, corruption, possible improprieties in financial reporting, breach of law, non-compliance with the Group's code of conduct and business practices, and any wrongful acts by any employees of the Group, and for appropriate follow-up action.

The policy is aimed at encouraging the reporting of such matters in good faith and that staff of the Group and other persons making such reports will be treated fairly and, to the extent possible, protected from reprisal and detrimental or unfair treatment. The Group is also committed in ensuring that the identity of the whistleblower is kept confidential. Anonymous complaints may be considered, taking into account factors such as the merits of the issues raised. Any suspected non-compliance case and/or concern may be reported in writing and forwarded to AC Chairman by (i) post to 138 Robinson Road #26-03 Oxley Tower Singapore 0638898 and/or (ii) email to whistleblow@bcjy.cn. The policy has a well-defined process which ensues independent investigation of issues/concerns raised and appropriate follow-up action.

All reported whistle-blowing incidents or concerns will be independently investigated and remedial actions will be taken to address the whistle-blowing incidents. The AC has oversight and monitoring of the policy.

Details of the whistle-blowing policy have been disseminated and made available to all employees of the Company, as well as uploaded onto the Company's corporate website.

No whistle-blowing reports were received in FY2024.

INTERESTED PERSONS TRANSACTIONS

The Company has established a procedure for recording and reporting interested person transactions ("IPT"). There were no IPTs of S\$100,000 and above for FY2024.

CORPORATE GOVERNANCE

USE OF PROCEEDS

The following relates to the net proceeds of S\$4.73 million raised from the rights issue that was completed in December 2024.

Purpose	Net proceeds allocated (\$'000)	Net proceeds utilised as at the date of Annual Report (\$'000)	Balance unutilised (\$'000)
Repayment of amounts due to shareholder	4,200	(4,200)	-
General working capital	531	-	531
Total	4,731	(4,200)	531

The use of proceeds raised from the rights issue is consistent with the Company's intended use of funds as set out in the announcement dated 28 June 2024.

SPONSORSHIP

No non-sponsor fees were paid/payable to the Company's previous sponsor, PrimePartners Corporate Finance Pte. Ltd. in FY2024.

DISCLOSURE OF INFORMATION ON DIRECTORS SEEKING RE-ELECTION

Pursuant to Rule 720(5) of the Catalist Rules, the information as set out in Appendix 7F to the Catalist Rules relating to the Retiring Directors, who are retiring and nominated for re-election in accordance with the Company's Constitution at the forthcoming AGM is set out below.

Name of Director	Heng Victor Ja Wei	Peng Lei Qing
Date of first appointment	30 June 2023	30 June 2023
Date of last re-appointment (if applicable)	31 July 2023	31 July 2023
Age	48	60
Country Of Principal Residence	Hong Kong	People's Republic of China
The Board's comments on this appointment (including rationale, selection criteria, and the search and nomination process)	The Board of the Company has accepted the recommendation from the Nominating Committee, which has reviewed and considered Mr Heng Victor Ja Wei's contribution as Independent Non-Executive Director of the Company, and has recommended that Mr Heng Victor Ja Wei be re-elected as Director of the Company.	The Board of the Company has accepted the recommendation from the Nominating Committee, which has reviewed and considered Professor Peng Lei Qing's contribution as Independent Non-Executive Director of the Company, and has recommended that Professor Peng Lei Qing be re-elected as Director of the Company.

CORPORATE GOVERNANCE

Name of Director	Heng Victor Ja Wei	Peng Lei Qing
Whether appointment is executive, and if so, the area of responsibility	Non-Executive	Non-Executive
Job Title (e.g. Lead ID, AC Chairman, AC Member etc.)	Non-Executive Independent Director	Non-Executive Independent Director
Professional Qualifications	<p>Master of Science in Computing Science, University of London – Imperial College of Science, Technology and Medicine</p> <p>Bachelor of Engineering in Electronic Engineering, University of Warwick</p>	<p>Ph.D. in Business Administration (Marketing), Renmin University of China</p> <p>Bachelor of Economics, Hunan University, People's Republic of China</p>
Working experience and occupation(s) during the past 10 years	<p>April 2013 - Present Company Secretary, China Life Insurance Company Ltd</p> <p>September 2003 - Present Managing Partner, Morison Heng CPA</p>	<p>December 2019 - July 2021 Secretary, Communist Party Branch of School of International Business, Guangdong University of Finance and Economics</p> <p>October 1995 - May 2021 Full time professor in Guangdong University of Finance and Economics (Dean of School of Business Administration)</p> <p>May 2017 - July 2021 Full time Professor in Guangdong University of Finance and Economics (Dean of School of International Business)</p> <p>July 2021 - July 2024 Full time Professor in Guangdong University of Finance and Economics (School of International Business)</p>
Shareholding interest in the listed issuer and its subsidiaries	Nil	Nil
Any relationship (including immediate family relationships) with any existing director, existing executive officer, the issuer and/or substantial shareholder of the listed issuer or of any of its principal subsidiaries	Nil	Nil

CORPORATE GOVERNANCE

Name of Director	Heng Victor Ja Wei	Peng Lei Qing
Conflict of interest (including any competing business)	Nil	Nil
Undertaking (in the format set out in Appendix 7H) under Rule 720(1) has been submitted to the listed issuer	Yes	Yes
<p>Other Principal Commitments* including Directorships#</p> <p>* "Principal Commitments" has the same meaning as defined in the Code.</p> <p># These fields are not applicable for announcements of appointments pursuant to Listing Rule 704(8) Past (for the last 5 years) Present</p>	<p><u>Present Directorships</u></p> <ol style="list-style-type: none"> 1. TradeGo FinTech Limited 2. Morison Global Asia Pacific Ltd 3. Central Consulting Limited 4. Constantin Serval and Associates (Hong Kong) Ltd 5. MH Tax Limited 6. Kivo Media Ltd 7. Veson Holdings Limited 8. Morison Heng CPA Limited 9. Matrix Holdings Limited 10. Lee & Man Chemical Company Limited 11. MH Commercial Services Ltd 12. Lido Development Ltd 13. Eagle Woods Limited <p><u>Other Principal Commitments</u></p> <ol style="list-style-type: none"> 1. Managing Partner of Morison Heng CPA 2. Company Secretary of China Life Insurance Company Ltd <p><u>Past 5 years Directorships</u></p> <ol style="list-style-type: none"> 1. CMIC-TianDa Holdings Company Limited 2. Best Food Holding Company Limited 	<p><u>Present Directorships</u></p> <ol style="list-style-type: none"> 1. Guangdong Inspection Testing and Certification Group Co., Ltd 2. Guangdong Shunde Rural Commercial Bank 3. Guangdong Exchange Group <p><u>Other Principal Commitments</u></p> <ol style="list-style-type: none"> 1. Legal Representative in Guangzhou Shiji Skincare Co., Ltd. 2. Supervisor of Guangzhou Wondfo Biotech Co., Ltd. <p><u>Past 5 years Directorships</u></p> <ol style="list-style-type: none"> 1. Guangzhou Vanlead Co., Ltd.

Name of Director	Heng Victor Ja Wei	Peng Lei Qing
<p>Disclose the following matters concerning an appointment of director, chief executive officer, chief financial officer, general manager or other officer of equivalent rank. If the answer to any question is "yes", full details must be given.</p>		
<p>(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?</p>	No	No
<p>(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?</p>	No	No
<p>(c) Whether there is any unsatisfied judgment against him?</p>	No	No
<p>(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?</p>	No	No

CORPORATE GOVERNANCE

Name of Director	Heng Victor Ja Wei	Peng Lei Qing
(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

Name of Director	Heng Victor Ja Wei	Peng Lei Qing
(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
(j) Whether he has ever, to his knowledge, been concerned with the management or conduct, in Singapore or elsewhere, of the affairs of:-		
(i) any corporation which has been investigated for a breach of any law or regulatory requirement governing corporations in Singapore or elsewhere; or	No	No
(ii) any entity (not being a corporation) which has been investigated for a breach of any law or regulatory requirement governing such entities in Singapore or elsewhere; or	No	No
(iii) any business trust which has been investigated for a breach of any law or regulatory requirement governing business trusts in Singapore or elsewhere; or	No	No
(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?	No	No

CORPORATE GOVERNANCE

Name of Director	Heng Victor Ja Wei	Peng Lei Qing
(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?	No	No
Any prior experience as a director of an issuer listed on the Exchange?	N.A. as this relates to the re-appointment of Director.	N.A. as this relates to the re-appointment of Director.
If Yes, please provide details of prior experience.		
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. 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).		

Note:

N.A. – Not Applicable



DIRECTORS' STATEMENT

The directors of the Company present their statement to the members together with the consolidated financial statements of Bacui Technologies International Ltd. (the "**Company**") and its subsidiaries (collectively the "**Group**") for the year ended 31 December 2024 and the statement of financial position of the Company as at 31 December 2024.

In the opinion of the directors,

- (a) the consolidated financial statements of the Group and the statement of financial position of the Company are drawn up so as to give a true and fair view of the financial position of the Group and of the Company as at 31 December 2024 and of the financial performance, changes in equity and cash flows of the Group for the financial year then ended; and
- (b) at the date of this statement, there are reasonable grounds to believe that the Company will be able to pay its debts as and when they fall due.

1 Directors

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

Yeo Kan Yen	Independent Non-Executive Chairman
Heng Victor Ja Wei	Independent Non-Executive Director
Peng Lei Qing	Independent Non-Executive Director
Yang Ran	Executive Director
Yang Li	Executive and Strategy Director

2 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 object was to enable the directors of the Company to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

3 Directors' Interests in Shares or Debentures

According to the register of directors' shareholdings, none of the directors holding office at the end of the financial year had any interest in the shares or debentures of the Company or its related corporations, except as follows:

Name of director	Holdings registered in the name of the director or nominee	
	At the beginning of the year	At the end of the year
The Company <i>No. of Ordinary shares</i> Yang Ran	155,555,555	2,697,057,454

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

DIRECTORS' STATEMENT

4 Share Options

On 30 July 2014, members of the Company approved and adopted the Company's Employees' Share Option Scheme at an Extraordinary General Meeting, which has since been renamed as Bacui Technologies International Ltd. Employees' Share Option Scheme ("**BTIL ESOS**"). The BTIL ESOS is administered by the Remuneration Committee (the "**Committee**") comprising Peng Lei Qing (Chairman of the Committee), Heng Victor Ja Wei and Yeo Kan Yen.

In exercising its discretion, the Committee must act in accordance with any guidelines that may be provided by the Board of Directors. The Committee shall refer any matter not falling within the scope of its terms of reference to the Board. The Committee shall have the power, from time to time, to make and vary such terms for the implementation of the BTIL ESOS as it thinks fit.

The BTIL ESOS is intended to provide participants an opportunity to participate in the equity of the Company so as to motivate them to greater dedication, loyalty and higher standards of performance, and to give recognition to those who have contributed significantly to the growth and performance of the Company and/or the Group.



4 Share Options (Cont'd)

(a) Eligible participants of the BTIL ESOS

- Group employees who have attained the age of 21 years and hold such rank as may be designated by the Committee from time to time; and
- Directors (both executive and non-executive) of the Company.

The selection of employees and the number of shares which are the subject of each award to be granted to employees in accordance with the BTIL ESOS shall be determined at the absolute discretion of the Committee, which shall take into account criteria such as rank, job performance, creativity, innovativeness, entrepreneurship, years of service and potential for future development, contribution to the success and development of the Group and the extent of effort and resourcefulness required to achieve the performance target(s) within the performance period. The controlling shareholders or their associates are not eligible to participate in the BTIL ESOS.

(b) Size and duration

The aggregate number of shares which may be issued or transferred pursuant to options granted under the BTIL ESOS on any date, when added to the aggregate number of shares issued and issuable and/or transferred and transferable in respect of (a) all options granted under the BTIL ESOS and (b) all awards, shares and/or options granted under any other share scheme implemented by the Company and for the time being in force, shall not exceed 20% of the total number of issued shares of the Company (excluding treasury shares) on the day preceding the relevant date of grant.

The BTIL ESOS shall continue in force at the discretion of the Committee, subject to a maximum period of 10 years commencing from 30 July 2014, provided always that the BTIL ESOS may continue beyond the 10-year period with the approval of the shareholders in general meeting and of any relevant authorities which may then be required. Notwithstanding the expiry or termination of the BTIL ESOS, any options granted to employees prior to such expiry or termination will continue to remain valid.

On 13 July 2015, the Company granted options to subscribe for 86,000,000 ordinary shares of the Company at an exercise price of \$0.0028 per share ("**2015 Options**"). The 2015 Options are exercisable from 13 July 2017 and shall expire on 13 July 2025. The total fair value of the 2015 Options granted was estimated to be \$318,000 using the Binomial Option Pricing Model.

Details of the options to subscribe for ordinary shares of the Company granted to directors and employees of the Company pursuant to the BTIL ESOS were as follows:

Date of grant	Balance as at 1.1.2024 '000	Options granted '000	Options cancelled or lapsed '000	Balance as at 31.12.2024 '000	Exercise price per share	Exercisable period
13.07.2015	6,277	-	-	6,277	\$0.03 *	13.07.2017 -13.07.2025

* The exercise price was adjusted pursuant to the shares consolidation exercise on 10 August 2018 and the rights issue on 26 December 2018.

DIRECTORS' STATEMENT

4 Share Options (Cont'd)

(b) Size and duration (Cont'd)

No option has been granted to controlling shareholders of the Company or their associates (as defined in the Singapore Exchange Securities Trading Limited ("SGX-ST") Listing Manual).

All Directors, including Directors who have ceased office, and certain key management personnel under the BTIL ESOS have received 5% or more of the total number of shares under options available under the BTIL ESOS. All options under the BTIL ESOS were granted to Directors and employees of the Company and its subsidiaries.

Details of the options to subscribe for ordinary shares of the Company granted to participants of the BTIL ESOS who have received 5% or more of the total number of shares available under the BTIL ESOS were as follows:

Name of director	No. of unissued ordinary shares of the Company under option				
	Options granted during the year '000	Aggregate options granted since commencement of BTIL ESOS to 31.12.2024 '000	Aggregate options exercised since commencement of BTIL ESOS to 31.12.2024 '000	Aggregate options cancelled or lapsed since commencement of BTIL ESOS to 31.12.2024 '000	Aggregate options outstanding as at 31.12.2024 '000
Directors (ceased office)					
Ang Gee Hing	-	2,690.0	-	-	2,690.0
Tan Chong Chai	-	897.0	-	-	897.0
Chou Kong Seng	-	672.5	-	-	672.5
Kesavan Nair	-	672.5	-	-	672.5
Ling Chung Yee Roy	-	672.5	-	-	672.5
Ang Ghee Ann	-	672.5	-	-	672.5
	-	6,277.0	-	-	6,277.0

No options have been granted during the financial year ended 31 December 2024.

5 Audit Committee

The Audit Committee (“AC”) comprises all Independent Non-Executive directors of the Company at the date of this statement:

Heng Victor Ja Wei (Chairman)
Peng Lei Qing
Yeo Kan Yen

The AC carried out its functions in accordance with Section 201(B)(5) of the Companies Act, the SGX-ST Listing Manual and the Code of Corporate Governance and assists the Board of Directors (the “Board”) in the execution of its corporate government responsibilities within its established terms of reference.

The duties of the AC, amongst other things, include:

- (a) review the audit plans of the internal and external auditors of the Company, and review the internal auditors' evaluation of the adequacy of the Group's/Company's system of internal accounting controls and the assistance given by the Group's/Company's management to the external and internal auditors;
- (b) review the half yearly announcement of financial statements and annual financial statements and the auditors' report on the annual consolidated financial statements of the Company and its subsidiaries before their submission to the Board;
- (c) review the effectiveness of the Group's/Company's material internal controls, including financial, operational, compliance and information technology controls and risk management via reviews carried out by the internal auditors;
- (d) meet with the external and internal auditors, other committees, and management in separate executive sessions to discuss any matters that these groups believe should be discussed privately with the AC;
- (e) review legal and regulatory matters that may have a material impact on the financial statements, related compliance policies and programs and any reports received from regulators;
- (f) review the cost effectiveness and the independence and objectivity of the external auditors;
- (g) review the nature and extent of non-audit services provided by the external auditors;
- (h) recommend to the Board the external auditors to be nominated, approve the compensation of the external auditors and review the scope and results of audit;
- (i) report actions and minutes of the AC to the Board with such recommendations as the AC considers appropriate;
- (j) review interested person transactions in accordance with the requirements of the SGX-ST Listing Manual; and
- (k) undertake such other functions and duties as may be agreed to by the AC and the Board.

DIRECTORS' STATEMENT

5 Audit Committee (Cont'd)

The AC is satisfied with the independence and objectivity of the external auditors and has recommended to the Board of Directors that the auditors, Moore Stephens LLP, be nominated for re-appointment as auditors at the forthcoming Annual General Meeting of the Company.

Further details regarding the AC are disclosed in the Report on Corporate Governance included in the Company's Annual Report.

6 Independent Auditors

The independent auditors, Moore Stephens LLP, have expressed their willingness to accept reappointment.

On behalf of the Board of Directors

.....
Yang Ran

.....
Yang Li

26 March 2025



INDEPENDENT AUDITOR'S REPORT

To the Members of Bacui Technologies International Ltd.

Report on the Audit of the Financial Statements

Opinion

We have audited the financial statements of Bacui Technologies International 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 statement of comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows of the Group for the year then ended, and notes to the financial statements, including material accounting policy information.

In our opinion, the accompanying consolidated financial statements of the Group and the statement of financial position of the Company are properly drawn up in accordance with the provisions of the Companies Act 1967 (the "**Act**") and Singapore Financial Reporting Standards (International) ("**SFRS(I)s**") so as to give a true and fair view of the consolidated financial position of the Group and the financial position of the Company as at 31 December 2024 and of the consolidated financial performance, consolidated changes in equity and consolidated cash flows of the Group for the year ended on that date.

Basis for Opinion

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

Key Audit Matters

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



INDEPENDENT AUDITOR'S REPORT

To the Members of Bacui Technologies International Ltd.

Report on the Audit of the Financial Statements (Cont'd)

Key Audit Matters (Cont'd)

Key audit matter	How our audit addressed the matter
<p>Revenue recognition</p> <p>We refer to Note 3(b) and Note 5 to the financial statements.</p> <p>For the financial year ended 31 December 2024, the Group recognised revenue from continuing operations amounting to S\$56.10 million.</p> <p>Given the financial significance of revenue recognised to the overall consolidated financial statements of the Group and management judgement involved in assessing that the contract milestones represent an appropriate basis for the recognition of revenue, we have determined revenue recognition as a key audit matter.</p>	<p>We have performed the necessary audit procedures which included the following:</p> <ul style="list-style-type: none">• Updated our understanding of the Group's control environment and key controls on the revenue cycle;• Performed sample testing on revenue transactions and receipts;• Performed analytical review procedures and enquired with management regarding any unusual or significant fluctuations in revenue;• Performed cut-off tests to check that revenue was recognised in the appropriate accounting period based on terms of trade;• Tested journal entries made to revenue account(s); and• Reviewed credit notes issued during and subsequent to the financial year end. <p>Based on our audit procedures, we found that management's recognition of revenue to be reasonable and the related disclosures to be appropriate.</p>



INDEPENDENT AUDITOR'S REPORT

To the Members of Bacui Technologies International Ltd.

Report on the Audit of the Financial Statements (Cont'd)

Key Audit Matters (Cont'd)

Key audit matter	How our audit addressed the matter
<p>Impairment of trade and other receivables</p> <p>We refer to Note 4(b), Note 15 and Note 23(b) to the financial statements.</p> <p>As at 31 December 2024, the carrying amount of the Group's trade and other receivables, net of allowance for expected credit loss ("ECL") of S\$0.37 million, amounted to S\$5.72 million.</p> <p>The collectability of trade and other receivables is a key aspect of the Group's working capital management, and is actively monitored by management on an ongoing basis.</p> <p>The Group determines the ECL of trade and other receivables by making debtor-specific assessments of expected impairment loss for overdue receivables and using a provision matrix for remaining receivables that is based on the Group's historical observed default rates, customers' ability to pay and adjusted with forward-looking information.</p> <p>The assessment of correlation between historical observed default rates, forecast economic conditions and expected credit losses require the management to exercise significant judgement. Accordingly, we determined impairment of trade and other receivables as a key audit matter.</p>	<p>We have performed the necessary audit procedures which included the following:</p> <ul style="list-style-type: none"> • Reviewed the classification of the financial assets based on the Group's business model for managing the financial assets and the contractual terms of the cash flows; • Understood the Group's processes and key controls relating to the monitoring of trade receivables and considering their aging to identify collection risks; • Evaluated management's impairment assessment of the Group's trade and other receivables and contract assets based on requirements of SFRS(I) 9 and checked subsequent receipts; • Checked the supportable information that is available and relevant to management's estimation of expected credit loss that includes both qualitative and quantitative information and analysis, based on the Group's and the Company's historical experience and informed credit assessment, including forward-looking information; • Tested the accuracy of the debtor's aging reports, circularised trade confirmations independently and performed alternative verification in the event of non-replies; and • Reviewed the appropriateness of the disclosures relating to trade and other receivables and contract assets including their expected credit loss. <p>Based on our audit procedures, we found management's assessment of the recoverability of trade and other receivables to be reasonable and the disclosures to be appropriate.</p>

INDEPENDENT AUDITOR'S REPORT

To the Members of Bacui Technologies International Ltd.

Report on the Audit of the Financial Statements (Cont'd)

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.

Responsibilities of Management and Directors for the Financial Statements

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

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

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



INDEPENDENT AUDITOR'S REPORT

To the Members of Bacui Technologies International Ltd.

Report on the Audit of the Financial Statements (Cont'd)

Auditor's Responsibilities for the Audit of the Financial Statements

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

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Plan and perform the group audit to obtain sufficient appropriate audit evidence regarding the financial information of the entities or business units within the Group as a basis for forming an opinion on the group financial statements. We are responsible for the direction, supervision and review of the audit work performed for purposes of the group audit. We remain solely responsible for our audit opinion.

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

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

INDEPENDENT AUDITOR'S REPORT

To the Members of Bacui Technologies International Ltd.

Report on the Audit of the Financial Statements (Cont'd)

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

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 financial year 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 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 Lao Mei Leng.

Moore Stephens LLP
Public Accountants and Chartered Accountants

Singapore

26 March 2025



CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

For the financial year ended 31 December 2024

	Note	Year ended 31.12.2024 S\$'000	Period from 1.4.2023 to 31.12.2023 S\$'000
Continuing operations			
Revenue	5	56,103	39,942
Other income	6	384	387
Expenses			
– Materials and consumables		(4,808)	(1,847)
– Audit fees paid: Auditors of the Company and other firms affiliated with Moore Global Network Limited		(190)	(200)
– Employee compensation	7	(49,649)	(36,818)
– Depreciation of property, plant and equipment		(48)	(26)
– Depreciation of right-of-use asset		-	(2)
– Rental expense – short-term leases		(168)	(238)
– Professional fees		(184)	(253)
– Other		(778)	(961)
Total expenses		(55,825)	(40,345)
Share of profit of an associated company	13	20	-
Profit/(Loss) before income tax		682	(16)
Income tax expense	8	(377)	(361)
Profit/(Loss) for the year/period from continuing operations		305	(377)
Discontinued operations			
Loss for the year/period from discontinued operations	9	-	(83)
Total profit/(loss) for the year/period		305	(460)
Other comprehensive loss, net of tax			
<i>Items that will be reclassified subsequently to profit or loss:</i>			
Exchange differences on translating foreign operations			
– Loss on translation on foreign operations		(1)	(163)
– Gain reclassified to profit or loss on disposal of foreign operations	14	-	57
		(1)	(106)
Total comprehensive income/(loss) for the year/period		304	(566)

The accompanying notes form an integral part of the financial statements

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

For the financial year ended 31 December 2024

(cont'd)

	Note	Year ended 31.12.2024 S\$'000	Period from 1.4.2023 to 31.12.2023 S\$'000
Profit/(Loss) for the year/period attributable to:			
Equity holders of the Company		297	(464)
Non-controlling interest		8	4
		305	(460)
Profit/(Loss) for the year/period attributable to equity holders of the Company relates to:			
Profit/(Loss) from continuing operations		297	(381)
Loss from discontinued operations		-	(83)
		297	(464)
Total comprehensive income/(loss) for the year/period attributable to:			
Equity holders of the Company		296	(570)
Non-controlling interest		8	4
		304	(566)
Earnings/(Loss) per share from continuing and discontinued operations attributable to equity holders of the Company:			
Basic and diluted earnings/(loss) per share (cents per share)	10	0.03	(0.04)
Earnings/(loss) per share from continuing operations attributable to equity holders of the Company:			
Basic and diluted earnings/(loss) per share (cents per share)	10	0.03	(0.04)



The accompanying notes form an integral part of the financial statements

STATEMENTS OF FINANCIAL POSITION

As at 31 December 2024

	Note	Group		Company	
		2024	2023	2024	2023
		S\$'000	S\$'000	S\$'000	S\$'000
ASSETS					
Non-current assets					
Property, plant and equipment	11	105	63	-	-
Investment in a joint venture	12	-	-	-	-
Investment in an associated company	13	202	-	-	-
Investments in subsidiaries	14	-	-	980	980
		307	63	980	980
Current assets					
Cash and cash equivalents	16	15,319	9,932	4,991	189
Trade and other receivables	15	5,717	3,139	-	-
Other current assets	17	6	13	-	10
		21,042	13,084	4,991	199
TOTAL ASSETS		21,349	13,147	5,971	1,179
EQUITY					
Capital and reserves attributable to equity holders of the Company					
Share capital	18	152,020	147,289	152,020	147,289
Accumulated losses	19	(144,532)	(144,743)	(147,370)	(146,847)
Other reserves	20	339	254	259	259
		7,827	2,800	4,909	701
Non-controlling interests		113	105	-	-
Total equity		7,940	2,905	4,909	701
LIABILITIES					
Non-current liability					
Lease liabilities		-	4	-	-
Current liabilities					
Trade and other payables	21	12,073	9,168	1,062	475
Lease liabilities		-	2	-	-
Current income tax liabilities		1,336	1,068	-	3
		13,409	10,238	1,062	478
Total liabilities		13,409	10,242	1,062	478
TOTAL EQUITY AND LIABILITIES		21,349	13,147	5,971	1,179

The accompanying notes form an integral part of the financial statements

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the financial year ended 31 December 2024

Group	Note	Share Capital S\$'000	Currency Translation Reserve S\$'000	Share Options Reserve S\$'000	Statutory Reserve S\$'000	Accumulated Losses S\$'000	Total S\$'000	Non-controlling Interests S\$'000	Total Equity S\$'000
Balance at 1 January 2024		147,289	(105)	259	100	(144,743)	2,800	105	2,905
Profit for the year		-	-	-	-	297	297	8	305
Other comprehensive loss of the year		-	(1)	-	-	-	(1)	-	(1)
Total comprehensive (loss)/income for the financial year		-	(1)	-	-	297	296	8	304
Rights issue of shares	18	4,903	-	-	-	-	4,903	-	4,903
Share issue expenses	18	(172)	-	-	-	-	(172)	-	(172)
Appropriation to statutory reserve	20(b)(iii)	-	-	-	86	(86)	-	-	-
Balance at 31 December 2024		152,020	(106)	259	186	(144,532)	7,827	113	7,940

Group	Note	Share Capital S\$'000	Currency Translation Reserve S\$'000	Share Options Reserve S\$'000	Statutory Reserve S\$'000	Accumulated Losses S\$'000	Total S\$'000	Non-controlling Interests S\$'000	Total Equity S\$'000
Balance at 1 April 2023		146,309	1	259	-	(144,179)	2,390	2	2,392
Loss for the period		-	-	-	-	(464)	(464)	4	(460)
Other comprehensive loss of the period		-	(106)	-	-	-	(106)	-	(106)
Total comprehensive (loss)/income for the financial period		-	(106)	-	-	(464)	(570)	4	(566)
Issue of ordinary shares	18	980	-	-	-	-	980	-	980
Appropriation to statutory reserve	20(b)(iii)	-	-	-	100	(100)	-	-	-
Capital subscribed by non-controlling shareholder		-	-	-	-	-	-	99	99
Balance at 31 December 2023		147,289	(105)	259	100	(144,743)	2,800	105	2,905

The accompanying notes form an integral part of the financial statements

CONSOLIDATED STATEMENT OF CASH FLOWS

For the financial year ended 31 December 2024

	Note	Year ended 31.12.2024 S\$'000	Period from 1.4.2023 to 31.12.2023 S\$'000
Cash Flows from Operating Activities			
Net profit/(loss) for the year/period		305	(460)
Adjustments for:			
Income tax expense		377	362
Property, plant and equipment written off		-	1
Gain on disposal of property, plant and equipment		-	(6)
Depreciation of property, plant and equipment	11	48	51
Depreciation of right of use asset	11	-	2
Loss on disposal of subsidiaries	14(ii)	-	35
Reversal of estimated credit loss on trade and other receivables – net	15	(39)	(110)
Interest income		(138)	(138)
Share of profit of an associated company	13	(20)	-
Loss on termination of lease liabilities		-*	-
Adjustment to translation reserves		-	(37)
		533	(300)
Change in working capital:			
Trade and other receivables		(2,532)	1,383
Trade and other payables		1,377	880
Cash (used in)/generated from operations		(622)	1,963
Income tax paid		(109)	(45)
Interest received		138	138
Net cash (used in)/generated from operating activities		(593)	2,056
Cash Flows from Investing Activities			
Additions to property, plant and equipment	11	(96)	(15)
Proceeds from disposal of property, plant and equipment		-	7
Investment in an associated company		(182)	-
Disposal of subsidiaries, net of cash disposed of	14(iii)	-	276
Net cash (used in)/generated from investing activities		(278)	268
Cash Flows from Financing Activities			
Repayment of lease liabilities		-	(2)
Proceeds from/(repayment of) amounts due to shareholder/director		1,528	(3,033)
Proceeds from issue of new shares	18	4,731	-
Net cash generated from/(used in) financing activities		6,259	(3,035)
Net increase/(decrease) in cash and cash equivalents		5,388	(711)
Cash and cash equivalents at beginning of the year/period		9,932	10,784
Effects of currency translation on cash and cash equivalents		(1)	(141)
Cash and cash equivalents at end of the year/period	16	15,319	9,932

* Amount less than S\$1,000

The accompanying notes form an integral part of the financial statements

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

These notes form an integral part of and should be read in conjunction with the accompanying financial statements.

1 General

Bacui Technologies International Ltd. (the “**Company**”) is listed on the Singapore Exchange and incorporated and domiciled in Singapore. The address of its registered office is 138 Robinson Road, #26-03, Oxley Tower, Singapore 068906. The address of its principal place of business is Bacui Technology Building, No. 5 Zhicheng Road, Daliang, Shunde District, Foshan City, Guangdong Province, People’s Republic of China.

The principal activities of the Company are those of provision of management services and investment holding. The principal activities of its subsidiaries are set out in Note 14 to the financial statements.

2 Application of Singapore Financial Reporting Standards (International) (“SFRS(I)s”)

(a) Adoption of New and Revised SFRS(I) and SFRS(I) INTs

On 1 January 2024, the Group has adopted the new or amended SFRS(I) and SFRS(I) Interpretations (“**SFRS(I) INTs**”) that are mandatory for application for the financial year. Changes to the Group’s accounting policies have been made as required, in accordance with the transition provisions in the respective SFRS(I) and SFRS(I) INTs.

The adoption of these new or amended SFRS(I) and SFRS(I) INTs did not result in substantial changes to the Group’s accounting policies and had no material effect on the amounts reported for the current or prior financial years.

(b) SFRS(I) and SFRS(I) INTs issued but not yet effective

At the date of authorisation of these financial statements, the following standards have been issued and are relevant to the Group and Company but not yet effective:

Description	Effective for annual periods beginning on or after
Amendment 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 SFRS (I)s – Volume 11	1 January 2026
SFRS (I) 18: Presentation and Disclosure in Financial Statements	1 January 2027
SFRS (I) 19: Subsidiaries without Public Accountability: Disclosures	1 January 2027
Amendments to SFRS(I) 10 and SFRS(I) 1-28: Sale or Contribution of Assets between an Investor and its Associate or Joint Venture	Deferred indefinitely, early application is still permitted

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

2 Application of Singapore Financial Reporting Standards (International) (“SFRS(I)s”) (Cont’d)

(b) *SFRS(I) and SFRS(I) INTs issued but not yet effective (Cont’d)*

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

This standard will replace SFRS(I) 1-1 Presentation of Financial Statements. Whilst many of the requirements will remain consistent, the new standard will have impacts on the presentation of the Statement of Comprehensive Income and consequential impacts on the Statement of Cash Flows. It will also require the disclosure of the non-SFRS(I) management performance measures and may impact the level of aggregation and disaggregation throughout the primary financial statements and the notes.

An entity is required to apply the amendments to SFRS(I) 1-1 for annual reporting periods beginning on or after 1 January 2027. Earlier application is permitted. SFRS(I) 18 requires retrospective application with specific transition provisions.

Other than the above, the directors do not expect any material impact from the application of these standards.

3 Material Accounting Policies

(a) *Basis of Preparation*

The financial statements have been prepared in accordance with the Singapore Financial Reporting Standards (International) (“**SFRS(I)**”) under the historical cost convention, except as disclosed in the accounting policies below.

The preparation of the financial statements in conformity with SFRS(I) requires management to exercise its judgement in the process of applying the Group’s accounting policies. It also requires the use of certain critical accounting estimates and assumptions. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements are disclosed in Note 4 to the financial statements.

The consolidated financial statements are presented in Singapore Dollars (“**S\$**”) and all values are rounded to the nearest thousand (“**S\$’000**”) except otherwise indicated.

(b) *Revenue Recognition*

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.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

3 Material Accounting Policies (Cont'd)

(b) Revenue Recognition (Cont'd)

Revenue from contract with customers

Revenue from the provision of human resources, labour outsourcing, administrative, recruitment and property management services, is recognised over time when the services are performed as the customer simultaneously receives and consumes the services the Group provides.

Revenue from provision of catering outsourcing

Revenue from catering outsourcing income is recognised over time as it is a series of services, which entails the Group's tendering service for sourcing food and beverage according to customer's request and delivering to customers' designated locations, where the customer simultaneously receives and consumes the benefits provided by the Group.

Revenue from provision of environment greening services

Revenue is recognised when the control of the end products is transferred to the customers. The Group's performance does not create an asset with an alternative use to the Group and the Group does not have an enforceable right to payment for performance completed to date.

(c) Government Grants

Grants from the government are recognised as a receivable at their fair value when there is reasonable assurance that the grant will be received and the Group will comply with all the attached conditions.

Government grants receivable are recognised as income over the periods necessary to match them with the related costs which they are intended to compensate, on a systematic basis. Government grants relating to expenses are shown separately as other income.

Government grants relating to assets are deducted against the carrying amount of the assets.

(d) Group Accounting

Subsidiaries

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.

The Company reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control listed above. When the Company has less than a majority of the voting rights of an investee, it has power over the investee when the voting rights are sufficient to give it the practical ability to direct the relevant activities of the investee unilaterally.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

3 Material Accounting Policies (Cont'd)

(d) Group Accounting (Cont'd)

Subsidiaries (Cont'd)

Goodwill on acquisitions of subsidiaries and businesses, represents the excess of the sum of the consideration transferred, the amount of any non-controlling interest in the acquiree and the acquisition-date fair value of any previously-held equity interest in the acquiree over the fair value of the fair value of the investee's identifiable net assets acquired. Goodwill on acquisitions of subsidiaries is initially measured at cost. Following initial recognition, goodwill is measured at cost less any accumulated impairment loss. Gains and losses on the disposal of subsidiaries, include the carrying amount of goodwill relating to the subsidiary sold.

The Group applies the acquisition method to account for business combinations when the acquired set of activities and assets meets the definition of a business and control is transferred to the Group. In determining whether an integrated set of activities and assets is a business, the Group assesses whether the set of assets and activities acquired includes, at a minimum, an input and substantive process that together significantly contribute to the ability to create output. A business can exist without including all of the inputs and processes needed to create output. The Group has an option to apply a 'fair value concentration test' that permits a simplified assessment of whether an acquired set of activities and assets is not a business. The concentration test can be applied on a transaction-by-transaction basis. The optional concentration test is met if substantially all of the fair value of the gross assets acquired is concentrated in a single identifiable asset or group of similar identifiable assets. If the test is met, the set of activities and assets is determined not to be a business and no further assessment is needed. If the test is not met, or if the Group elects not to apply the test, a detailed assessment must be performed applying the normal requirements in SFRS(I) 3.

The consideration transferred for the acquisition of a subsidiary is the fair values of the assets transferred, the liabilities incurred to the former owners of the acquiree and the equity interests issued by the Group. The consideration transferred includes the fair value of any asset or liability resulting from a contingent consideration arrangement. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date. The Group recognises any non-controlling interest in the acquiree on an acquisition-by-acquisition basis, either at fair value or at the non-controlling interest's proportionate share of the recognised amounts of acquiree's identifiable net assets. Acquisition-related costs are expensed as incurred.

If the business combination is achieved in stages, the acquisition date carrying value of the acquirer's previously held equity interest in the acquiree is re-measured to fair value at the acquisition date; any gains or losses arising from such re-measurement are recognised in profit or loss.

Any contingent consideration to be transferred by the Group is recognised at fair value at the acquisition date. Subsequent changes to the fair value of the contingent consideration that is deemed to be an asset or liability is recognised in profit or loss. Contingent consideration that is classified as equity is not re-measured, and its subsequent settlement is accounted for within equity.

If the total of consideration transferred, non-controlling interest recognised and previously-held interest measured is less than the fair value of the net assets of the subsidiary acquired as in the case of a bargain purchase, the difference is recognised directly in the profit or loss.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

3 Material Accounting Policies (Cont'd)

(d) Group Accounting (Cont'd)

Subsidiaries (Cont'd)

Inter-company transactions, balances and unrealised gains on transactions between group companies are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment indicator of the transferred assets. When necessary, amounts reported by subsidiaries have been adjusted to conform with the Group's accounting policies.

Transactions with non-controlling interests that do not result in loss of control are accounted for as equity transactions – that is, as transactions with the owners in their capacity as owners. The difference between fair value of any consideration paid and the relevant share acquired of the carrying value of net assets of the subsidiary is recorded in equity. Gains or losses on disposals of interests in subsidiaries to non-controlling interests without loss of control are also recorded in equity.

When the Group loses control of a subsidiary, it:

- Derecognised the assets (including any goodwill) and liabilities of the subsidiary at their carrying amounts at the date when control is lost;
- Derecognised the carrying amount of any non-controlling interest (including any components of other comprehensive income attributable to them);
- Recognises the fair value of the consideration received;
- Recognised the fair value of any investment retained in the former subsidiary at its fair value;
- Re-classified the Group's share of components previously recognised in other comprehensive income to profit or loss or retained earnings, as appropriate; and
- Recognises any resulting difference in profit or loss.



NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

3 Material Accounting Policies (Cont'd)

(e) *Associated Company and Joint Venture*

Associated company is an entity over which the Group has significant influence but not control, generally accompanying a shareholding between 20% and 50% of the voting rights. Joint venture is an entity over which the Group has joint control as a result of contractual arrangements, and rights to the net assets of the entities.

Goodwill on acquisition of associated company or joint venture represents the excess of the cost of the acquisition over the Group's share of the fair value of the identifiable net assets acquired. Goodwill on associated company or joint venture is included in the carrying amount of the investment. Gains or losses on disposal of associated company and joint venture include the carrying amount of goodwill related to the entity sold.

Investment in associated company and joint venture is accounted for using the equity method of accounting less impairment losses, if any. Under the equity method, the investment is initially recognised at cost, and the carrying amount is increased or decreased to recognise the investor's share of the profit or loss of the investee after the date of acquisition.

When the Group reduces its ownership interest in an associated company or joint venture, but the Group continues to apply the equity method, the Group reclassifies to profit or loss the proportion of the gain or loss that had previously been recognised in other comprehensive income relating to that reduction in ownership interest if that gain or loss would be required to be reclassified to profit or loss on the disposal of the related assets or liabilities.

The Group's share of post-acquisition profit or loss is recognised in the profit or loss, and its share of post-acquisition movements in other comprehensive income is recognised in other comprehensive income with a corresponding adjustment to the carrying amount of the investment. When the Group's share of losses in an associated companies or joint venture equal or exceeds its interest in the associated company or joint venture, including any other unsecured receivables, the Group does not recognise further losses, unless it has incurred legal or constructive obligations or made payments on behalf of the associated company or joint venture.

The Group determines at each reporting date whether there is any objective evidence that the investment in the associated company 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 associated company or joint venture and its carrying value and recognises the amount adjacent to the share of profit/(loss) of associated company and joint venture in the profit or loss.

Profits and losses resulting from upstream and downstream transactions between the Group and its associated company or joint venture are recognised in the Group's financial statements only to the extent of unrelated investor's interests in the associated company or joint venture. Unrealised losses are eliminated unless the transaction provides evidence of an impairment of the assets transferred. Accounting policies of associated company or joint venture have been changed where necessary to ensure consistency with the policies adopted by the Group.

Dilution gains or losses arising in investments in associated company and joint venture are recognised in profit or loss.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

3 Material Accounting Policies (Cont'd)

(f) Property, Plant and Equipment

Measurement

Property, plant and equipment are stated at cost less accumulated depreciation and accumulated impairment losses.

The cost includes its purchase price and any costs directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management. Dismantlement, removal or restoration costs are included as part of the cost if the obligation for dismantlement, removal or restoration is incurred as a consequence of acquiring or using the property, plant and equipment.

Depreciation

Depreciation is recognised so as to write off the depreciable amounts of the assets over their estimated useful lives, using the straight-line method.

The following useful lives are used in the calculation of depreciation:

	Useful lives
Office equipment	5 – 10 years
Motor vehicles	4 years

Depreciation of the property, plant and equipment commences when the assets are ready for their intended use.

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

The residual value, useful life and depreciation method are reviewed at each year end, with the effect of any changes in estimate accounted for on a prospective basis. The effects of any revision are recognised in profit or loss when the changes arise.

Subsequent expenditure

Subsequent expenditure related to property, plant and equipment that has been recognised is added to the carrying amount of the asset only when it is probable that future economic benefits associated with the item will flow to the Group and the cost can be measured reliably. All other repair and maintenance expenses are recognised in profit or loss when incurred.

Disposal

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected from its use or disposal.

The gain or loss arising on disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in profit or loss. Any amount in the revaluation reserve relating to that asset is transferred to retained earnings directly. No transfer is made from the revaluation reserve to retained earnings except when the asset is derecognised.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

3 Material Accounting Policies (Cont'd)

(g) *Investments in Subsidiaries, Associated Company and Joint Ventures*

Investments in subsidiaries, associated company and joint ventures are carried at cost less accumulated impairment losses in the Company's balance sheet.

On disposal of such investments, the difference between net disposal proceeds and the carrying amounts of the investments are recognised in profit or loss.

(h) *Impairment of Non-Financial Assets*

Property, plant and equipment and investments in subsidiaries, associated company and joint ventures

Property, plant and equipment, and investments in subsidiaries, associated company and joint venture are tested for impairment whenever there is any objective evidence or indication that these assets may be impaired.

At the end of each reporting period, the Group reviews the carrying amounts of its property, plant and equipment and investment in subsidiaries, associated company and joint ventures to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any), on an individual asset.

Where it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash-generating unit ("CGU") to which the asset belongs. Where a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash-generating units, or otherwise they are allocated to the smallest group of cash-generating units of which a reasonable and consistent allocation basis can be identified.

Recoverable amount is the higher of fair value less costs to disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risk specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of the asset (or CGU) is estimated to be less than its carrying amount, the carrying amount of the asset (or CGU) is reduced to its recoverable amount.

The difference between the carrying amount and recoverable amount is recognised as an impairment loss in profit or loss.

An assessment is made at each reporting date as to whether there is any indication that previously recognised impairment losses may no longer exist or may have decreased.

Where an impairment loss subsequently reverses, the carrying amount of the asset (or CGU) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or CGU) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss.

The Group also takes into account the climate-related risks (if applicable), in the cash-flow forecasts when determining value-in-use ("VIU") amounts.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

3 Material Accounting Policies (Cont'd)

(i) Financial Assets

Classification

i. Debt instruments

Financial assets that are debt instruments are classified into categories based on the Group's business model for managing them and their contractual cash flow characteristics.

- Financial Assets measured at Amortised Cost ("**AC**") comprise of assets that are held within a business model whose objective is to hold those assets for collection of contractual cash flows, and those contractual cash flows represent solely payments of principal and interest.
- Financial Assets measured at Fair Value through Other Comprehensive Income ("**FVOCI**") comprise of assets that are held within a business model whose objective is achieved by both collecting contractual cash flows and selling those assets, and those contractual cash flows represent solely payments of principal and interest.
- Financial Assets measured at Fair Value through Profit and Loss ("**FVPL**") comprise of assets that do not qualify for AC and FVOCI. Assets that would otherwise qualify for AC or FVOCI may also be designated as FVPL upon initial recognition, if such designation eliminates or significantly reduces a measurement or recognition inconsistency that arises from measuring assets and liabilities on an inconsistent basis.

ii. Equity instruments

Financial assets that are equity instruments comprise mainly of investments in equity securities. The Group classifies these assets as FVPL, except for those that the Group has designated as FVOCI. The FVOCI designation is irrevocable, and is not permitted for held-for-trading financial assets and financial assets that represent contingent consideration in a business combination.

A financial asset is held for trading if:

- It has been acquired principally for the purpose of selling it in the near term; or
- On initial recognition it is part of a portfolio of identified financial instruments that the Group manages together and has evidence of a recent actual pattern of short-term profit-taking; or
- It is a derivative (except for a derivative that is a financial guarantee contract or a designated and effective hedging instrument).

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

3 Material Accounting Policies (Cont'd)

(i) Financial Assets (Cont'd)

Initial measurement

Trade receivables that do not contain a significant financing component are initially recognised at their transaction price. Other financial assets are initially recognised at fair value, plus, for financial assets that are not at FVPL, transaction costs that are directly attributable to their acquisition. Transaction costs of financial assets at FVPL are expensed in profit and loss.

Subsequent measurement

i. Debt instruments

AC

These assets are subsequently measured at amortised cost using the effective interest method unless they are part of a designated hedging relationship. Impairment losses and reversals, interest income, and foreign exchange gains and losses (except where designated as a hedging instrument) on such assets are recognised in profit and loss. Interest income is based on the effective interest method which allocates interest income over the life of the financial asset based on an effective interest rate that discounts estimated future cash receipts to its gross carrying amount.

FVOCI

These assets are subsequently measured at fair value. Impairment losses and reversals, interest income based on the effective interest method, and foreign exchange gains and losses (except where designated as a hedging instrument) on such assets are recognised in profit and loss. Any remaining fair value movements are recorded in other comprehensive income.

FVPL

These assets are subsequently measured at fair value. All fair value movements are recorded in profit and loss.

ii. Equity instruments

Subsequent to initial recognition, all equity investments are measured at fair value. Changes in the fair value of FVPL equity investments are recognised in profit and loss, while changes in the fair value of FVOCI equity investments are recognised in other comprehensive income. All dividend income is recognised in profit and loss, except for dividends from FVOCI equity investments that clearly represent a recovery of the cost of investment.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

3 Material Accounting Policies (Cont'd)

(i) Financial Assets (Cont'd)

Impairment

At each reporting date, the Group assesses expected credit losses ("ECL") on the following financial instruments:

- Financial assets that are debt instruments measured at AC and FVOCI; and
- Contract assets

ECL is a probability-weighted estimate of credit losses. Credit losses are measured at the present value of all shortfalls between the cash flows due to the Group in accordance with contractual terms, and the cash flows that the Group actually expects to receive. ECL is discounted at the effective interest rate of the financial asset. The Group records allowances on financial assets based on either the:

- 12-month ECL – representing the ECL that results from default events that are possible within the 12 months after the reporting date (or the expected life of the instrument if shorter); or
- Lifetime ECL – representing the ECL that results from all possible default events over the expected life of the contract.

Simplified approach – Trade receivables and contract assets

For all trade receivables and contract assets, the Group adopts a simplified approach whereby an allowance for lifetime ECL is assessed upon initial recognition. The Group estimates lifetime ECL using a provision matrix based on historical credit loss experience, adjusted for various factors including debtor-specific factors, forward-looking information such as industry and economic forecasts, and others as appropriate.

General approach – All other financial instruments on which ECL assessment is required

For all other financial instruments on which ECL is assessed, an allowance for 12-month ECL is recorded upon initial recognition. The allowance is increased to lifetime ECL if the credit risk at each reporting date has increased significantly as compared to the credit risk at initial recognition. In assessing whether the credit risk of a financial instrument has increased significantly since initial recognition, the Group considers all reasonable and supportable information that is relevant and available without undue cost or effort including both historical credit experience and forward-looking information.

The Group regards the following as events of default:

- Events that make it unlikely for the borrower to repay in full unless the Group undertakes actions to recover the asset (e.g. by exercising rights over collaterals or other credit enhancements); or
- The financial instrument has become more than 1 year and 9 months past due.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

3 Material Accounting Policies (Cont'd)

(i) Financial Assets (Cont'd)

Credit-impaired financial instruments

At each reporting date, the Group assesses whether a financial instrument on which ECL assessment is required has become credit-impaired. This is the case when one or more events have occurred that are considered to be detrimental to the estimated future cash flows of the instrument. Evidence that a financial asset is credit-impaired includes observable data about the following events:

- Significant financial difficulty of the borrower;
- A breach of contract such as a default or past due event;
- Other lenders granting concessions (such as loan restructurings) to the borrower due to economic or contractual reasons, that would not have been considered in the absence of the borrower's financial difficulty;
- Increasing likelihood that the borrower will enter bankruptcy or other financial re-organisation; or
- The disappearance of an active market for the borrower's securities due to financial difficulties.

For credit-impaired financial assets, interest income is determined by applying the effective interest rate to the net carrying amount of the financial asset (after deduction of the ECL allowance).

Write-off policy

The Group writes off a financial asset when there is information indicating that the counterparty is in severe financial difficulty and there is no realistic prospect of recovery, such as when the counterparty has been placed under liquidation or has entered into bankruptcy proceedings. Financial assets written off may still be subject to enforcement activities under the Group's recovery procedures, taking into account legal advice where appropriate. Any recoveries made are recognised in profit and loss.



NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

3 Material Accounting Policies (Cont'd)

(i) Financial Assets (Cont'd)

Recognition and derecognition

Financial assets are recognised when, and only when the Group becomes a party to its contractual provisions. All regular way purchases and sales of financial assets are recognised on trade-date, which is the date on which the Group commits to purchase or sell the financial asset.

The Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another party. If the Group neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Group recognises its retained interest in the asset and an associated liability for amounts it may have to pay. If the Group retains substantially all the risks and rewards of ownership of a transferred financial asset, the Group continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

On derecognition of a financial asset that is a debt instrument, the difference between the asset's carrying amount and the sum of the consideration received and receivable is recognised in profit and loss. In addition, for a financial asset that is a debt instrument at FVOCI, the cumulative gain or loss previously accumulated in the fair value adjustment reserve is reclassified to profit and loss.

On derecognition of an equity investment at FVPL, the difference between the asset's carrying amount and the sum of the consideration received and receivable is recognised in profit and loss. For equity investments at FVOCI, this difference is instead recognised directly in equity as part of retained earnings. Cumulative gains and losses previously accumulated in equity are also transferred directly to retained earnings upon derecognition of FVOCI equity investments.

(j) Offsetting of Financial Assets and Financial Liabilities

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

(k) Trade and Other Payables

Trade and other payables represent liabilities for goods and services provided to the Group prior to the end of financial year which are unpaid. They are classified as current liabilities if payment is due within one year or less (or in the normal operating cycle of the business if longer). Otherwise, they are presented as non-current liabilities.

Trade and other payables are initially recognised at fair value, and subsequently carried at amortised cost using the effective interest method.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

3 Material Accounting Policies (Cont'd)

(1) Income Taxes

Current income tax for current and prior periods is recognised at the amount expected to be paid to or recovered from the tax authorities, using the tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions, where appropriate, on the basis of amounts expected to be paid to the tax authorities.

In October 2024, Singapore has introduced new tax provisions for in-scope multinational enterprise groups, which are defined as those with annual group consolidated revenue of at least EUR 750 million in two or more of the four preceding financial years, and with at least one entity or permanent establishment that is not located in the jurisdiction of the parent entity ("**Pillar Two tax legislation**"). The Group is not in scope of the new regulations.

Deferred income tax is recognised for all temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements except when the deferred income tax arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and affects neither goodwill or taxable profit or loss at the time of the transaction.

A deferred income tax liability is recognised on temporary differences arising on investments in subsidiaries, associated companies and joint ventures, except where the Group is able to control the timing of the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future.

A deferred income tax asset is recognised to the extent that it is probable that future taxable profit will be available against which the deductible temporary differences and tax losses can be utilised:

- i. At the tax rates that are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled, based on tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date; and
- ii. Based on the tax consequence that will follow from the manner in which the Group expects, at the balance sheet date, to recover or settle the carrying amounts of its assets and liabilities.

Current and deferred income taxes are recognised as income or expense in profit or loss, except to the extent that the tax arises from a business combination or a transaction which is recognised directly in equity. Deferred tax arising from a business combination is adjusted against goodwill on acquisition.

The Group accounts for investment tax credits (for example, productivity and innovative credit) similar to accounting for other tax credits where deferred tax asset is recognised for unused tax credits to the extent that it is probable that future taxable profit will be available against which the unused tax credit can be utilised.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

3 Material Accounting Policies (Cont'd)

(m) Provisions

Provisions are recognised when the Group has a present legal or constructive obligation as a result of past events, it is more likely than not that an outflow of resources will be required to settle the obligation and the amount has reliably estimated. Restructuring provisions comprise lease termination penalties and employee termination payments. Provisions are not recognised for future operating losses.

(n) Employee Compensation

Employee benefits are recognised as an expense, unless the cost qualifies to be capitalised as an asset.

Defined contribution plans

Defined contribution plans are post-employment benefit plans under which the Group pays fixed contributions into separate entities such as the Central Provident Fund on a mandatory, contractual or voluntary basis. The Group has no further payment obligations once the contributions have been paid.

Share-based compensation

The Group operates an equity-settled, share-based compensation plan. The value of the employee services received in exchange for the grant of options is recognised as an expense with a corresponding increase in the share option reserve over the vesting period. The total amount to be recognised over the vesting period is determined by reference to the fair value of the options granted on the date of the grant. Non-market vesting conditions are included in the estimation of the number of shares under options that are expected to become exercisable on the vesting date.

At each balance sheet date, the Group revises its estimates of the number of shares under options that are expected to become exercisable on the vesting date and recognises the impact of the revision of the estimates in profit or loss, with a corresponding adjustment to the share option reserve over the remaining vesting period.

When the options are exercised, the proceeds received (net of transaction costs) and the related balances previously recognised in the share option reserve are credited to share capital account, when new ordinary shares are issued to the employees.

(o) Foreign Currencies

Functional and presentation currency

The individual financial statements of each entity in the Group are presented in the currency of the primary economic environment in which the entity operates ("**functional currency**").

For the purposes of the consolidated financial statements, the results and financial position of each entity in the Group are expressed in Singapore Dollars ("**S\$**"), which is the functional currency of the Company and the presentation currency for the consolidated financial statements.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

3 Material Accounting Policies (Cont'd)

(o) Foreign Currencies (Cont'd)

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 balance sheet date are recognised in profit or loss.

All other foreign exchange gains and losses impacting profit or loss are presented in the income statement within "Other gains", if any.

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.

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 of the entity giving rise to such reserve.

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.

(p) Segment Reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the Group's chief operating decision maker ("**CODM**") whose members are responsible for allocating resources and assessing performance of the operating segments.

(q) Cash and Cash Equivalents

For the purpose of presentation in the consolidated statement of cash flows, cash and cash equivalents include cash on hand and deposits with financial institutions which are subject to an insignificant risk of change in value.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

3 Material Accounting Policies (Cont'd)

(r) Share Capital

Ordinary shares are classified as equity. Incremental costs directly attributable to the issuance of new ordinary shares are charged to equity, net of any tax effects.

(s) Related Parties

A related party is defined as follows:

A related party is a person or entity that is related to the entity that is preparing its financial statements (referred to as the "**reporting entity**").

- a. A person or a close member of that person's family is related to a reporting entity if that person:
 - i. has control or joint control over the reporting entity;
 - ii. has significant influence over the reporting entity; or
 - iii. is a member of the key management personnel of the reporting entity or of a parent of the reporting entity.
- b. An entity is related to a reporting entity if any of the following conditions applies:
 - i. the entity and the reporting entity are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others);
 - ii. one entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member);
 - iii. both entities are joint ventures of the same third party;
 - iv. one entity is a joint venture of a third entity and the other entity is an associate of the third entity;
 - v. the entity is a post-employment benefit plan for the benefit of employees of either the reporting entity or an entity related to the reporting entity. If the reporting entity is itself such a plan, the sponsoring employers are also related to the reporting entity;
 - vi. the entity is controlled or jointly controlled by a person identified in (a);
 - vii. a person identified in (a) (i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity); or
 - viii. the entity, or any member of a group of which it is a part, provides key management personnel services to the reporting entity or to the parent of the reporting entity.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

4 Critical Accounting Judgements and Key Sources of Estimation Uncertainty

In the application of the Group's accounting policies, which are described in Note 3 above, management is required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period or in the period of the revision and future periods if the revision affects both current and future periods.

(a) Critical Judgement in applying Accounting Policies

Management is of the opinion that in the preparation of the financial statements there are no critical judgements made in the process of applying the Group's accounting policies that have a significant effect on the amounts recognised in the financial statements.

(b) Key Sources of Estimation Uncertainty

Expected credit losses ("ECL") on trade receivables and contract assets

As at 31 December 2024, the Group recognised a net reversal of expected credit loss of S\$0.04 million in respect of trade receivables and contract assets (2023: S\$0.11 million).

Lifetime ECL represents the ECL that will result from all possible default events over the expected life of the relevant instrument. In contrast, 12-month ECL ("**12m ECL**") represents the portion of lifetime ECL that is expected to result from default events that are possible within 12 months after the reporting date. Assessments are done based on the Companies' historical credit loss experience, adjusted for factors that are specific to the debtors, general economic conditions and an assessment of both the current conditions at the reporting date as well as the forecast of future conditions.

Allowances for ECLs on trade receivables are based on the management's estimate of the lifetime ECLs to be incurred, which are estimated by taking into account the credit losses experience, ageing of the trade receivables, customers' settlement records, customers' financial status and ongoing business relationships with customers. Management also considered forward-looking information that may impact the customers' abilities to repay the outstanding balances in order to estimate the allowances for ECLs on trade receivables.

Notwithstanding the above, the Group evaluates the expected credit loss on customers in financial difficulties separately. The Group's and the Company's credit risk exposure for trade receivables and contract assets are set out in Note 23(b) to the financial statements.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

5 Revenue

(a) Disaggregation of revenue from contracts with customers

Revenue represents services income from provision of human resources, labour outsourcing related services and property management service during the year/period. Revenue recognised is as follows:

	Group	
	Year ended 31.12.2024 S\$'000	Period from 1.4.2023 to 31.12.2023 S\$'000
Labour outsourcing	50,045	36,575
Catering outsourcing	5,013	2,634
Environment greening service	115	270
Administrative service	81	93
Recruitment service	62	34
Property management service	787	336
Revenue from continuing operations	56,103	39,942
Timing of revenue recognition		
Over time	56,103	39,942

(b) Contract balances

	Group	
	2024 S\$'000	2023 S\$'000
Contract assets (Note 15)		
– Service contracts	4,455	2,573
Contract liabilities (Note 21)		
– Service contracts	275	621

Contract assets relate to unbilled service fee at the reporting period. The contract assets are transferred to trade receivables when the rights become unconditional. This usually occurs when invoices are billed to the customer.

Contract liabilities represent the obligation to transfer goods or services to a customer for which the Group has received consideration from the customer.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

5 Revenue (Cont'd)

(b) Contract balances (Cont'd)

Significant changes in the contract assets and contract liabilities balances during the financial year/period are disclosed as follows:

	Group		
	31 December 2024 S\$'000	2023 S\$'000	1 April 2023 S\$'000
<u>Contract assets</u>			
Contract asset reclassified to trade receivables	2,573	4,020	-
Performance obligations have been satisfied but not yet billed	4,455	2,573	4,020
<u>Contract liabilities</u>			
Contract liabilities recognised as revenue	621	210	-
Performance obligations have not been satisfied but billed	275	621	210

Management estimates the loss allowance on amounts due from customers at an amount equal to lifetime ECL, taking into account the historical default experience and the future prospects of the industry. None of the amounts due from customers at the end of the reporting period is past due. There has been no change in the estimation techniques or significant assumptions made during the current reporting period in assessing the loss allowance for the contract assets.

The Group's credit risk exposure in relation to contract assets under SFRS(I) 9 as at 31 December 2024 and 2023 are set out in the provision matrix as presented below. The Group's provision for loss allowance is based on past due as the Group's historical credit loss experiences does not show significantly different loss patterns for different customer segments.

	Group	
	2024 S\$'000	2023 S\$'000
Expected credit loss rate	5%	11%
Gross carrying amount at default – not past due	4,705	2,901
Loss allowance – lifetime ECL	(250)	(328)
Net carrying amount	4,455	2,573

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

5 Revenue (Cont'd)

(b) Contract balances (Cont'd)

The movement in lifetime ECL that has been recognised for the Group's contract assets in accordance with the simplified approach set out in SFRS(I) 9 is presented as below:

	Group	
	2024	2023
	S\$'000	S\$'000
Balance at beginning of the year/period	328	515
Reversal of loss allowance recognised during the year/period	(77)	(170)
Effect of foreign currency exchange differences	(1)	(17)
Balance at end of the year/period	<u>250</u>	<u>328</u>

(c) Transaction price allocated to remaining performance obligations

	Group	
	2024	2023
	S\$'000	S\$'000
Aggregate amount of the transaction price allocated to contracts that are partially or fully unsatisfied at end of the year/period	<u>275</u>	<u>621</u>

Management expects that the transaction price allocated to unsatisfied performance obligations as at 31 December 2024 and 2023 may be recognised as revenue in the next reporting periods as follows:

	2024	2023
	S\$'000	S\$'000
Group		
Partially and fully unsatisfied performance obligations as at 31 December 2024	275	-
31 December 2023	<u>-</u>	<u>621</u>

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

6 Other Income

	Group	
	Year ended 31.12.2024 S\$'000	Period from 1.4.2023 to 31.12.2023 S\$'000
Interest income	138	132
Gain on disposal of property, plant and equipment	-	6
Government subsidies	178	36
Reversal of expected credit loss on trade and other receivables – net	39	110
Others	29	103
	384	387

7 Employee Compensation

	Group	
	Year ended 31.12.2024 S\$'000	Period from 1.4.2023 to 31.12.2023 S\$'000
Wages, salaries and bonuses	41,954	32,148
Employer's contribution to defined contribution plans, including Central Provident Fund	5,568	3,667
Gratuity payment	-	121
Other short-term benefits	2,127	882
	49,649	36,818



NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

8 Income Taxes

	Group	
	Year ended 31.12.2024 S\$'000	Period from 1.4.2023 to 31.12.2023 S\$'000
Tax expense attributable to profit/(loss) is made up of:		
Current income tax	376	361
Under provision in prior financial year/period	1	-
	377	361

The tax on the Group's profit/(loss) before tax differs from the theoretical amount that would arise using the Singapore standard rate of income tax as follows:

	Group	
	Year ended 31.12.2024 S\$'000	Period from 1.4.2023 to 31.12.2023 S\$'000
Profit/(Loss) before tax	682	(16)
Tax calculated at a tax rate of 17%	116	(3)
Effects of:		
- Different tax rates of foreign operations	120	115
- Expenses not deductible for tax purposes	131	265
- Income not subject to tax	-	(5)
- Others	9	(11)
- Under provision in prior financial year/period	1	-
Tax charge for continuing operations	377	361

The corporate tax rate applicable to the Company incorporated in Singapore is 17% (2023: 17%).

For those entities of the Group operating in China, China income tax is calculated at the applicable tax rate in accordance with the Corporate Income Tax Law. The income tax rate for both domestic and foreign-investment enterprises is at 25%.

Deferred income tax assets are recognised for tax losses and capital allowances carried forward to the extent that realisation of the related tax benefits through future taxable profits is probable. The Group has unrecognised tax losses of S\$83,000 (2023: S\$39,000) at the reporting date which can be carried forward and used to offset against future taxable income subject to meeting certain statutory requirements by those companies with unrecognised tax losses and capital allowances in their respective countries of incorporation. The tax losses arising in China will expire in one to five years for offsetting against future taxable profit.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

9 Discontinued Operations

Hong Kong publishing, exhibition and events and money lending business

During the prior financial period, the Company entered into a Sale & Purchase Agreement and sold its entire issued and paid-up share capital in Fame Harvest Limited (“**FHL**”) for an aggregate consideration of HK\$1,800,000 (approximately S\$311,000). The disposal was completed in September 2023, and consequently, the Hong Kong publishing, exhibition and events and money lending business entities ceased to be subsidiaries of the Group. Further details on the completion of the disposal are disclosed in Note 14.

Malaysia publishing, exhibition and events business

During the prior financial period, the Company entered into a Sale & Purchase Agreement to sell its entire issued and paid-up share capital in Inovatif Media Asia Sdn Bhd (“**IMA**”) for an aggregate consideration of RM30,000 (approximately S\$8,700). The disposal was completed in September 2023, and consequently, the Malaysia publishing, exhibition and events business entities ceased to be subsidiaries of the Group. Further details on the completion of the disposal are disclosed in Note 14.

Analysis of loss for the period from discontinued operations

The combined results of the discontinued operations included in the consolidated statement of comprehensive income for the financial period ended 31 December 2023 are set out below.

	Group Period from 1.4.2023 to 31.12.2023 S\$'000
Discontinued operations	
Revenue	225
Other income	25
Expenses	(297)
Loss before income tax	(47)
Loss on disposal of foreign operations (Note 14)	(35)
Income tax	(1)
Loss for the period from discontinued operations	(83)
Attributable to:	
Equity holders of the Company	(83)

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

9 Discontinued Operations (Cont'd)

Analysis of loss for the period from discontinued operations (Cont'd)

	Group
	Period from 1.4.2023 to 31.12.2023 S\$'000
Cash flows from discontinued operations	
Cash flow generated from operating activities	31
Cash flow used in investing activities	(5)
Cash flow used in financing activities	(727)
Net cash outflow from discontinued operations	(701)

10 Earnings/(Loss) per Share

(a) *Basic earnings/(loss) per share from continuing and discontinued operations attributable to equity holders of the Company*

Basic earnings/(loss) per share is calculated by dividing the net loss attributable to equity holders of the Company by the weighted average number of ordinary shares outstanding during the financial year/period.

	Group	
	Year ended 31.12.2024 S\$'000	Period from 1.4.2023 to 31.12.2023 S\$'000
Profit/(Loss) for the year/period attributable to equity holders of the Company	297	(464)
Profit/(Loss) used in the calculation of basic earnings/(loss) per share:		
- from continuing operations	297	(381)
- from discontinued operations	-	(83)
Profit/(Loss) used in the calculation of basic earnings/(loss) per share	297	(464)
Weighted average number of ordinary shares used in calculation of basic earnings/(loss) per share ('000)	1,143,236	1,080,457

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

10 Earnings/(Loss) per Share (Cont'd)

(b) Diluted earnings/(loss) per share

For the purpose of calculating diluted earnings/(loss) per share, profit/(loss) attributable to equity holders of the Company and the weighted average number of ordinary shares outstanding are adjusted for the effects of all dilutive potential ordinary shares. The Company has one category of dilutive potential ordinary shares: share options.

The Group has no dilution in its earnings/(loss) per share as at 31 December 2024 and 2023. The dilutive potential ordinary shares arising from share options have not been included in the calculation of diluted earnings/(loss) per share for 31 December 2024 because they are out-of-money and for 31 December 2023 because they are anti-dilutive.

11 Property, Plant and Equipment

Group	Leasehold property S\$'000	Office equipment S\$'000	Motor vehicles S\$'000	Total S\$'000
2024				
<i>Cost</i>				
Balance at 1.1.2024	10	78	120	208
Additions	-	96	-	96
Termination	(10)	-	-	(10)
Effect of foreign currency exchange differences	-	- *	- *	- *
Balance at 31.12.2024	-	174	120	294
<i>Accumulated depreciation</i>				
Balance at 1.1.2024	5	58	82	145
Depreciation charge	-	20	28	48
Termination	(5)	-	-	(5)
Effect of foreign currency exchange differences	-	- *	1	1
Balance at 31.12.2024	-	78	111	189
<i>Net book value</i>				
Balance at 31.12.2024	-	96	9	105

* Amount less than S\$1,000

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

11 Property, Plant and Equipment (Cont'd)

Group	Leasehold property S\$'000	Furniture and fittings S\$'000	Office equipment S\$'000	Computers S\$'000	Renovation S\$'000	Motor vehicles S\$'000	Total S\$'000
31.12.2023							
<i>Cost</i>							
Balance at 1.4.2023	10	14	119	204	57	155	559
Additions	-	-	10	-	5	-	15
Written-off	-	(4)	(43)	(50)	(34)	-	(131)
Disposed	-	-	-	-	-	(30)	(30)
Derecognised on disposal of subsidiaries (Note 14)	-	(10)	(4)	(154)	(28)	-	(196)
Effect of foreign currency exchange differences	-	-	(4)	-	-	(5)	(9)
Balance at 31.12.2023	10	-	78	-	-	120	208
<i>Accumulated depreciation</i>							
Balance at 1.4.2023	3	10	103	128	45	94	383
Depreciation charge	2	1	4	21	4	21	53
Written off	-	(4)	(43)	(49)	(34)	-	(130)
Disposed	-	-	-	-	-	(29)	(29)
Derecognised on disposal of subsidiaries (Note 14)	-	(7)	(3)	(98)	(15)	-	(123)
Effect of foreign currency exchange differences	-	-	(3)	(2)	-	(4)	(9)
Balance at 31.12.2023	5	-	58	-	-	82	145
<i>Net book value</i>							
Balance at 31.12.2023	5	-	20	-	-	38	63



NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

12 Investment in a Joint Venture

	Group/Company	
	2024 S\$'000	2023 S\$'000
Equity investments at cost	1,500	1,500
Less: Allowance for impairment	(1,500)	(1,500)
	-	-

Set out below is the joint venture of the Group as at 31 December 2024 and 2023. The joint venture has share capital consist solely of ordinary shares which are held directly by the Company.

Name of Entity Country of incorporation and Place of business	Effective equity held by the Group	
	2024 %	2023 %
<u>Held by the Company</u>		
Tom N Toms International Pte. Ltd. ⁽¹⁾ Singapore	50	50

⁽¹⁾ On 20 May 2023, the Court has ordered that the entity be liquidated and a liquidator was appointed. The entity is in the process of liquidation as at 31 December 2024.

The summarised financial information of the joint venture, not adjusted for the proportion of ownership interest held by the Company, is as follows:

	Tom N Toms International Pte. Ltd.	
	2024 S\$'000	2023 S\$'000
Assets	-	-
Liabilities	(395)	(395)
Net loss	-	-

The Group has not recognised its share of loss of the joint venture as the Group's cumulative share of losses has exceeded its interest in the entity and the Group has no obligation in respect of those losses. The cumulative unrecognised losses of this entity are S\$206,136 (2023: S\$206,136) at the balance sheet date.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

13 Investment in an Associated Company

	Company	
	2024 S\$'000	2023 S\$'000
Equity investments at cost	182	-
Add: Share of profit	20	-
	<u>202</u>	<u>-</u>

During the financial year, the Company's indirectly owned subsidiary, Bacui Talent (Guangdong) Enterprise Service Co. Ltd. ("**BTES**") invested in an associated company, Foshan Urban Services Co., Ltd. with Foshan Shunde District Human Resources Co., Ltd. of which BTES holds a 49% stake for the purposes of undertaking the business of human resources outsourcing. As at 31 December 2024, BTES has capital commitment of approximately S\$0.36 million (RMB1.96 million) to be paid-up by 1 March 2029.

The movement in share of profit is set out as follows:

	Group	
	2024 S\$'000	2023 S\$'000
Balance at beginning of the year/period	-	-
Share of profit for the year/period	20	-
Balance at end of the year/period	<u>20</u>	<u>-</u>



NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

13 Investment in an Associated Company (Cont'd)

The details of the associated company as at 31 December are as follows:

Name of Entity Country of incorporation and Place of business	Principal activities	Effective equity held by the Group	
		2024 %	2023 %
<i>Held by Bacui Talent (Guangdong) Enterprise Service Co. Ltd.</i> Foshan Urban Services Co., Ltd. People's Republic of China	Provision of human resources and labour outsourcing related services	49	-

The summarised financial information below represents amounts shown in the associated company's financial statement prepared in accordance with SFRS(I)s adjusted by the Group for equity accounting purposes:

	Foshan Urban Services Co., Ltd.	
	2024 S\$'000	2023 S\$'000
Current assets	654	-
Non-current assets	22	-
Current liabilities	263	-
Net assets	413	-
Proportion of the Group's ownership	49%	-
Group's share of net assets	202	-
Revenue	2,071	-
Profit for the year	40	-
Total comprehensive income for the year	40	-



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For the financial year ended 31 December 2024

14 Investment in Subsidiaries

	Company	
	2024 S\$'000	2023 S\$'000
<i>Equity investment at cost</i>		
Balance at beginning of the year/period	980	2,117
Disposal ^(a) ^(b)	-	(1,137)
Balance at end of the year/period	980	980
<i>Accumulated impairment</i>		
Balance at beginning of the year/period	-	1,137
Disposal ^(a) ^(b)	-	(1,137)
Balance at end of the year/period	-	-
<i>Carrying amount</i>		
Balance at end of the year/period	980	980

- (a) On 27 September 2023, the Company completed the disposal of Fame Harvest Limited for an aggregate consideration of HK\$1,800,000 (approximately S\$311,000).
- (b) On 12 October 2023, the Company completed the disposal of Inovatif Media Asia Sdn Bhd for an aggregate consideration of RM30,000 (approximately S\$8,700).



NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

14 Investment in Subsidiaries (Cont'd)

The subsidiaries of the Group as at the statement of financial position date are set out below:

Name of Company Country of incorporation and Place of business	Principal activities	Proportion of ordinary shares held by the Group	
		2024 %	2023 %
<i>Held by the Company</i>			
Bacui Elitist Technology Limited ⁽¹⁾ British Virgin Island	Investment holding	100	100
<i>Held by Bacui Elitist Technology Limited</i>			
Bacui Management Investment Limited ⁽¹⁾ Hong Kong	Investment holding	100	100
Foshan Shengcui Investment Service Co., Ltd. ⁽¹⁾ People's Republic of China	Investment holding	100	100
Foshan Shengcui Logistics Management Service Co., Ltd. ⁽¹⁾ People's Republic of China	Investment holding	99	99
Foshan Bacui Jingyi Logistics Management Service Co., Ltd. ⁽¹⁾ People's Republic of China	Investment holding	98.01	98.01
Bacui Talent (Guangdong) Enterprise Service Co. Ltd. ⁽¹⁾ People's Republic of China	Provision of human resources and labour outsourcing related services	98.01	98.01
Bacui (Guangdong) Human Resources Services Co., Ltd. ⁽¹⁾ People's Republic of China	Provision of human resources and labour outsourcing related services	98.01	98.01

⁽¹⁾ Audited by Moore CPA Limited, Hong Kong



NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

14 Investment in Subsidiaries (Cont'd)

Disposal of subsidiaries

Fame Harvest Limited ("FHL")

In the previous financial period, as disclosed in Note 9, the Group disposed its entire equity interest in its subsidiary, FHL for an aggregate consideration of HK\$1,800,000 (approximately S\$311,000).

Inovatif Media Asia Sdn Bhd ("IMA")

In the previous financial period, as disclosed in Note 9, the Group disposed of its entire equity interest in its subsidiary, IMA for an aggregate consideration of RM30,000 (approximately S\$8,700).

i. Analysis of assets and liabilities over which control was lost

Group	IMA S\$'000	FHL S\$'000	Total S\$'000
<u>2023</u>			
Property, plant and equipment (Note 11)	8	65	73
Intangible assets	-	95	95
Trade and other receivables	92	105	197
Cash and cash equivalents	27	17	44
Trade and other payables	(33)	(78)	(111)
Net assets disposed of	<u>94</u>	<u>204</u>	<u>298</u>

ii. (Loss)/Gain on disposal of subsidiaries

Group	IMA S\$'000	FHL S\$'000	Total S\$'000
<u>2023</u>			
Total consideration received	9	311	320
Net assets disposed of	(94)	(204)	(298)
Cumulative exchange differences reclassified from equity on loss of control of subsidiaries	(52)	(5)	(57)
(Loss)/Gain on disposal of subsidiaries	<u>(137)</u>	<u>102</u>	<u>(35)</u>

The (loss)/gain on disposal is included in the loss for the period from discontinued operations in the consolidated statement of comprehensive income. (see Note 9 Discontinued operations)

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

14 Investment in Subsidiaries (Cont'd)

Disposal of subsidiaries (Cont'd)

iii. The aggregate cash inflow/(outflow) arising from disposal of subsidiaries

Group	IMA S\$'000	FHL S\$'000	Total S\$'000
<u>2023</u>			
Consideration received in cash and cash equivalents	9	311	320
Less: cash and cash equivalents balances disposed of	(27)	(17)	(44)
	<u>(18)</u>	<u>294</u>	<u>276</u>

15 Trade and Other Receivables

	Group		Company	
	2024 S\$'000	2023 S\$'000	2024 S\$'000	2023 S\$'000
<u>Current</u>				
Trade receivables				
- Non-related parties	1,129	495	-	-
- Loss allowance	(108)	(65)	-	-
	<u>1,021</u>	<u>430</u>	<u>-</u>	<u>-</u>
Contract assets (Note 5(b))	4,455	2,573	-	-
Other receivables				
- Non-related parties	254	153	-	-
- Loss allowance	(13)	(17)	-	-
	<u>241</u>	<u>136</u>	<u>-</u>	<u>-</u>
Total trade and other receivables	<u>5,717</u>	<u>3,139</u>	<u>-</u>	<u>-</u>

Trade receivables are non-interest bearing and are generally on 30 days' terms (2023: 30 days).

The other receivables are unsecured, interest-free and repayable on demand.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

15 Trade and Other Receivables (Cont'd)

Group	Trade receivables past due (days)				Total S\$'000
	0 to 30 days S\$'000	31 to 90 days S\$'000	91 to 365 days S\$'000	More than 1 year S\$'000	
2024					
Expected credit loss rate	5%	10%	15%	100%	
Trade receivables					
– gross carrying amount at default	479	567	70	13	1,129
Loss allowance – lifetime ECL	(25)	(58)	(12)	(13)	(108)
					1,021
2023					
Expected credit loss rate	11%	16%	21%	100%	
Trade receivables					
– gross carrying amount at default	421	68	–	6	495
Loss allowance – lifetime ECL	(48)	(11)	–	(6)	(65)
					430

The movement in credit loss allowance for trade receivables is set out as follows:

	Group	
	2024 S\$'000	2023 S\$'000
Balance at beginning of the year/period	65	1
Loss allowance recognised during the year/period	43	65
Effect of foreign currency exchange differences	–	(1)
Balance at end of the year/period	108	65

The movement in credit loss allowance for other receivables is set out as follows:

	Group	
	2024 S\$'000	2023 S\$'000
Balance at beginning of the year/period	17	23
Reversal of loss allowance recognised during the year/period	(5)	(5)
Effect of foreign currency exchange differences	1	(1)
Balance at end of the year/period	13	17

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

16 Cash and Cash Equivalents

	Group		Company	
	2024 S\$'000	2023 S\$'000	2024 S\$'000	2023 S\$'000
Cash at bank and on hand	15,319	9,932	4,991	189

As at 31 December 2024, cash and cash equivalents denominated in Chinese Renminbi amounted to approximately S\$10.33 million (2023: S\$9.74 million). The Chinese Renminbi is not freely convertible into other currencies. However, under China's Foreign Exchange Control Regulations and Administration of Settlement, Sale and Payment of Foreign Exchange Regulations, the Group is permitted to exchange Chinese Renminbi for other currencies through banks authorised to conduct foreign exchange business.

17 Other Current Assets

	Group		Company	
	2024 S\$'000	2023 S\$'000	2024 S\$'000	2023 S\$'000
Prepayments	6	9	-	6
Deposits	-	4	-	4
	6	13	-	10

18 Share Capital

	Group and Company			
	2024		2023	
	No. of ordinary shares	S\$'000	No. of ordinary shares	S\$'000
Issued and fully paid:				
At beginning of the year/period	1,089,507,148	147,289	933,951,593	146,309
Rights issue of shares	3,268,521,444	4,903	-	-
Share issue expenses	-	(172)	-	-
Issue of shares pursuant to the acquisition of subsidiaries	-	-	155,555,555	980
At end of the year/period	4,358,028,592	152,020	1,089,507,148	147,289

All issued ordinary shares are fully paid. There is no par value for these ordinary shares. Fully paid ordinary shares carry one vote per share and carry a right to dividends as and when declared by the Company.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

18 Share Capital (Cont'd)

Issuance of ordinary shares during the year ended 31 December 2024

On 30 December 2024, the Company issued 3,268,521,444 new ordinary shares at an issue price of S\$0.0015 per share, through a rights issue exercise. Share issuance costs amounted to S\$172,000.

Issuance of ordinary shares during the period ended 31 December 2023

On 17 April 2023, the Company issued 155,555,555 new ordinary shares as Consideration Shares in relation to the acquisition of Bacui Elitist Technology Limited.

Share options

On 30 July 2014, members of the Company approved and adopted the Company's Employees' Share Option Scheme ("BTIL ESOS") at an Extraordinary General Meeting, which has since been renamed as Bacui Technologies International Ltd. Employees' Share Option Scheme ("BTIL ESOS"). The BTIL ESOS is administered by the Remuneration Committee (the "Committee") comprising Peng Lei Qing (Chairman of the Committee), Heng Victor Ja Wei and Yeo Kan Yen.

In exercising its discretion, the Committee must act in accordance with any guidelines that may be provided by the Board of Directors. The Committee shall refer any matter not falling within the scope of its terms of reference to the Board. The Committee shall have the power, from time to time, to make and vary such terms for the implementation of the BTIL ESOS as it thinks fit.

The BTIL ESOS is intended to provide participants an opportunity to participate in the equity of the Company so as to motivate them to greater dedication, loyalty and higher standards of performance, and to give recognition to those who have contributed significantly to the growth and performance of the Company and/or the Group.

(a) Eligible participants of the BTIL ESOS

- Group employees who have attained the age of 21 years and hold such rank as may be designated by the Committee from time to time; and
- Directors (both executive and non-executive) of the Company.

The selection of employees and the number of shares which are the subject of each award to be granted to employees in accordance with the BTIL ESOS shall be determined at the absolute discretion of the Committee, which shall take into account criteria such as rank, job performance, creativity, innovativeness, entrepreneurship, years of service and potential for future development, contribution to the success and development of the Group and the extent of effort and resourcefulness required to achieve the performance target(s) within the performance period. The controlling shareholders or their associates are not eligible to participate in the BTIL ESOS.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

18 Share Capital (Cont'd)

Share options (Cont'd)

(b) Size and duration

The aggregate number of shares which may be issued or transferred pursuant to options granted under the BTIL ESOS on any date, when added to the aggregate number of shares issued and issuable and/or transferred and transferable in respect of (a) all options granted under the BTIL ESOS and (b) all awards, shares and/or options granted under any other share scheme implemented by the Company and for the time being in force, shall not exceed 20% of the total number of issued shares of the Company (excluding treasury shares) on the day preceding the relevant date of grant.

The BTIL ESOS shall continue in force at the discretion of the Committee, subject to a maximum period of 10 years commencing from 30 July 2014, provided always that the BTIL ESOS may continue beyond the 10-year period with the approval of the shareholders in general meeting and of any relevant authorities which may then be required. Notwithstanding the expiry or termination of the BTIL ESOS, any options granted to employees prior to such expiry or termination will continue to remain valid.

On 13 July 2015, the Company granted options to subscribe for 86,000,000 ordinary shares of the Company at exercise price of S\$0.0028 per share ("**2015 Options**"). The 2015 options are exercisable from 13 July 2017 and expire on 13 July 2025. The total fair value of the 2015 options granted was estimated to be S\$318,000 using the Binomial Option Pricing Model.



NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

18 Share Capital (Cont'd)

Share options (Cont'd)

(b) Size and duration (Cont'd)

Details of the options to subscribe for ordinary shares of the Company granted to directors and employees of the Company pursuant to the BTIL ESOS were as follows:

Date of grant	Balance as at beginning of year/period '000	Options granted '000	Options cancelled or lapsed '000	Balance as at end of year/period '000	Exercise price per share	Exercisable period
2024						
13.07.2015	6,277	-	-	6,277	S\$0.03	13.07.2017 -13.07.2025
2023						
13.07.2015	7,846	-	(1,569)	6,277	S\$0.03	13.07.2017 -13.07.2025
	Options granted during the year/period '000	Aggregate options granted since commencement of BTIL ESOS '000	Aggregate options exercised since commencement of BTIL ESOS '000	Aggregate options cancelled or lapsed since commencement of BTIL ESOS '000	Aggregate options outstanding '000	
2024						
Directors (ceased office)	-	6,277	-	-	6,277	
2023						
Directors (ceased office)	-	6,277	-	-	6,277	
Employees	-	1,569	-	(1,569)	-	
	-	7,846	-	(1,569)	6,277	

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

18 Share Capital (Cont'd)

Share options (Cont'd)

(b) Size and duration (Cont'd)

No option has been granted to controlling shareholders of the Company or their associates. Under the terms and conditions of the BTIL ESOS, in the case of a director on the offering date who ceases to be a Director subsequently, all options granted under the BTIL ESOS to such Director will, notwithstanding such cessation, continue to be exercisable within the relevant exercisable period after such Director ceases to be a Director of the Company.

All directors under the BTIL ESOS have received 5% or more of the total number of shares under option available under the BTIL ESOS.

The fair values of the share options granted were calculated using the Binomial Option Pricing Model. The inputs into the model were as follows:

	2015 Options
Grant date	13.07.2015
Share price at valuation date	0.4 cents
Exercise price	0.28 cents
Expected volatility	200%
Vesting period (years)	2 years
Maturity date	13.07.2025
Risk free rate	2.64%
Expected dividend yield	0%
Fair value of share options (cents)	0.37

Expected volatility was determined by calculating the historical volatility of the Company's share price. The expected life used in the model is based on historical data and is not necessary indicative of future trends, which may also not necessarily be the actual outcome. No other features of the option grant were incorporated into the measurement of fair value.

19 Accumulated Losses

Movement in accumulated losses of the Group and the Company are as follows:

	Group		Company	
	2024	2023	2024	2023
	S\$'000	S\$'000	S\$'000	S\$'000
Balance at beginning of the year/period	(144,743)	(144,179)	(146,847)	(146,605)
Profit/(Loss) for the year/period	297	(464)	(523)	(242)
Appropriation from current year/period profits Note 20(b)(iii)	(86)	(100)	-	-
Balance at end of the year/period	(144,532)	(144,743)	(147,370)	(146,847)

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

20 Other Reserves

(a) Composition:

	Group		Company	
	2024 S\$'000	2023 S\$'000	2024 S\$'000	2023 S\$'000
Currency translation reserve	(106)	(105)	-	-
Share options reserve	259	259	259	259
Statutory reserve	186	100	-	-
	339	254	259	259

(b) Movements

(i) Currency translation reserve

	Group	
	2024 S\$'000	2023 S\$'000
Balance at beginning of the year/period	(105)	1
Exchange differences arising on translating the net assets of foreign operations	(1)	(163)
Gain reclassified to profit or loss on disposal of foreign operations (Note 14)	-	57
Balance at end of the year/period	(106)	(105)

Exchange differences relating to the translation of the results and the net assets of the Group's foreign operations from their functional currencies to the Group's presentation currency are recognised directly in other comprehensive income and accumulated in the currency translation reserve.



NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

20 Other Reserves (Cont'd)

(b) Movements (Cont'd)

(ii) Share options reserve

	Group		Company	
	2024 S\$'000	2023 S\$'000	2024 S\$'000	2023 S\$'000
Balance at beginning and end of the year/period	259	259	259	259

The share option reserve represents the equity-settled share options granted to employees. The reserve is made up of the cumulative value of services received from employees recorded over the vesting period commencing from the grant date of equity-settled share options and is reduced by the expiry or exercise of the share options.

(iii) Statutory reserve

In accordance with the relevant laws and regulations of China, the subsidiaries of the Group in China should set aside a statutory reserve fund by way of appropriation of 10% of their profit after tax as reported in China statutory financial statements each year.

The statutory reserve fund may be used to offset any accumulated losses or increase the registered capital of the subsidiaries, subject to approval from the relevant China authorities. The appropriation of the cumulative total of the statutory reserve fund is capped at 50% of the subsidiary's registered capital. The statutory reserve is not available for dividend distribution to shareholders.

	Group	
	2024 S\$'000	2023 S\$'000
Balance at beginning of the year/period	100	-
Appropriation from current year/period profit	86	100
Balance at end of the year/period	186	100

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

21 Trade and Other Payables

	Group		Company	
	2024 S\$'000	2023 S\$'000	2024 S\$'000	2023 S\$'000
Trade payables				
- Non-related parties	1,134	820	-	-
Non-trade payables				
- Non-related parties	1,660	962	126	64
	2,794	1,782	126	64
Contract liabilities (Note 5(b))	275	621	-	-
Accrual for operating expenses	4,713	4,002	117	301
Amount due to subsidiary	-	-	458	-
Amounts due to shareholder ^(a)	4,291	2,763	361	110
	12,073	9,168	1,062	475

(a) Amounts due to shareholder are interest-free, unsecured and repayable on demand.

22 Related Party Transactions

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

Key management personnel compensation

Key management personnel compensation is as follows:

	Group		Company	
	Year ended 31.12.2024 S\$'000	Period from 1.4.2023 to 31.12.2023 S\$'000	Year ended 31.12.2024 S\$'000	Period from 1.4.2023 to 31.12.2023 S\$'000
Directors' fees	130	62	130	62
Wages and salaries	127	118	-	-
Employer's contribution to defined contribution plans, including Central Provident Fund	4	8	-	-
	261	188	130	62

Included in the above is total compensation to directors of the Company amounting to S\$130,000 (2023: S\$62,000).

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

23 Financial Risk Management

Financial risk factors

The Group's activities expose it to market risk (including currency risk, price risk and interest rate risk), credit risk, liquidity risk and capital risk. Though the Group does not have a formal risk management policies and guidelines, the Board of Directors (the "Board") reviews and agrees policies for managing each of these risks and they are summarised below:

(a) Market Risk

(i) Currency risk

The Group operates in People's Republic of China. Entities in the Group regularly transact in their respective functional currencies. Currency risk arises within entities in the Group when transactions are denominated in foreign currencies. The Group and the Company has insignificant exposure of currency risk during the financial year/period ended 31 December 2024 and 2023.

(ii) Price risk

The Group and the Company is not exposed to significant equity securities price risk.

(iii) Cash flow and fair value interest rate risks

Cash flow interest rate risk is the risk that the future cash flows of a financial instrument will fluctuate because of changes in market interest rates. Fair value interest rate risk is the risk that the fair value of a financial instrument will fluctuate due to changes in market interest rates. As the Group has no significant interest-bearing assets, the Group's income and operating cash flows are substantially independent of changes in market interest rates.

(b) Credit Risk

Credit risk refers to the risk that counterparty will default on its contractual obligations resulting in financial loss to the Group and the Company. In order to minimise credit risk, the Group has adopted a policy of only dealing with creditworthy counterparties as a means of mitigating the risk of financial loss from defaults. The Group generally do not require collateral. The Group reviews the recoverable amount of each trade receivable and debt investment on an individual basis at the end of the reporting period to ensure that adequate loss allowance is made for irrecoverable amounts.

At the reporting date, the Group does not have significant credit risk exposure to any individual customer's balance of trade receivables. The credit risk on liquid funds is limited because the counterparties are banks with high credit-ratings. The Group's maximum exposure to credit risk arises from the carrying amount of the respective recognised financial assets as present on the consolidated statement of financial position.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

23 Financial Risk Management (Cont'd)

Financial risk factors (Cont'd)

(b) Credit Risk (Cont'd)

Trade receivables and contract assets

The Group uses a provision matrix to measure the lifetime expected credit loss allowance for trade receivables and contract assets. In measuring the expected credit losses, trade receivables and contract assets are grouped based on their shared credit risk characteristics and numbers of days past due. The contract assets have substantially the same risk characteristics as the trade receivables from the same type of customers. Therefore, the Group has concluded that the expected credit loss rates for trade receivables are a reasonable approximation of the loss rates for the contract assets. The expected credit losses on these financial assets are estimated using a provision matrix based on the Group's historical credit loss experience, adjusted for factors that are specific to the debtors, general economic conditions and an assessment of both the current as well as the forecast direction of conditions at the reporting date, including time value of money where appropriate.

Further details on the loss allowance of the Group's and the Company's credit risk exposure in relation to contract assets and trade receivables are disclosed in Notes 5(b) and Note 15 respectively.

Cash and bank balances and other financial assets

The cash and bank balances are entered into with banks and financial institutions that have high credit-ratings. Impairment on cash and bank balances and other financial assets has been measured on the 12-month expected loss basis and reflects the short maturities of the exposures. The Group considers that its cash and bank balances and other financial assets have low credit risk based on the external credit ratings of the counterparties. The amount of the allowances on cash and bank balances and other financial assets were immaterial.



NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

23 Financial Risk Management (Cont'd)

Financial risk factors (Cont'd)

(b) Credit Risk (Cont'd)

Credit risk grading guideline

Management has established the Group's internal credit risk grading to the different exposures according to their degree of default risk. The internal credit risk grading which is used to report the Group's credit risk exposure to key management for credit risk management purposes are as follows:

Internal rating grades	Definition	Basis of recognition of expected credit loss (ECL)
i. Performing	The counterparty has a low risk of default and does not have any past-due amounts.	12-month ECL
ii. Under-performing	There has been a significant increase in credit risk since initial recognition.	Lifetime ECL (not credit-impaired)
iii. Non-performing	There is evidence indicating that the asset is credit-impaired.	Lifetime ECL (credit impaired)
iv. Write-off	There is evidence indicating that there is no reasonable expectation of recovery as the debtor is in severe financial difficulty.	Asset is written off

Credit risk exposure

The credit quality of the Group's financial assets, as well as maximum exposure to credit risk by credit risk rating grades is presented as follows:

Group	Internal credit rating	ECL	Gross carrying amount S\$'000	Loss allowance S\$'000	Net carrying amount S\$'000
2024					
Trade receivables	Performing	Lifetime ECL (simplified)	1,129	(108)	1,021
Contract assets	Performing	Lifetime ECL (simplified)	4,705	(250)	4,455
Other receivables	Note 1	12-month ECL	254	(13)	241
2023					
Trade receivables	Performing	Lifetime ECL (simplified)	495	(65)	430
Contract assets	Performing	Lifetime ECL (simplified)	2,901	(328)	2,573
Other receivables	Note 1	12-month ECL	153	(17)	136

Note 1

The Group and the Company have applied the general approach in SFRS(I) 9 to measure the loss allowance at 12-month ECL. The details of the loss allowance for these financial assets are disclosed in Note 15.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

23 Financial Risk Management (Cont'd)

Financial risk factors (Cont'd)

(c) Liquidity Risk

Liquidity risk is the risk that the Group and the Company will encounter difficulty in meeting financial obligations due to shortage of funds. The Group's and the Company's exposure to liquidity risk arises primarily from mismatches of the maturities of financial assets and financial liabilities. The Group and the Company manage liquidity risk by maintaining sufficient cash and having an adequate amount of committed credit facilities to enable them to meet their normal operating commitments.

The table below analyses the maturity profile of the Group's and the Company's financial liabilities based on contractual undiscounted cash flows.

	Carrying amount S\$'000	Less than 1 year S\$'000	Between 1 to 2 years S\$'000	Total S\$'000
Group				
<u>2024</u>				
Trade and other payables	12,073	12,073	-	12,073
<u>2023</u>				
Trade and other payables	9,168	9,168	-	9,168
Lease liabilities	6	2	4	6
	9,174	9,170	4	9,174
Company				
<u>2024</u>				
Trade and other payables	1,062	1,062	-	1,062
<u>2023</u>				
Trade and other payables	475	475	-	475

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

23 Financial Risk Management (Cont'd)

Financial risk factors (Cont'd)

(d) Capital Risk

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern and to maintain an optimal capital structure so as to maximise shareholder value. In order to maintain or achieve an optimal capital structure, the Group may adjust the amount of dividend payment, return capital to shareholders, issue new shares, buy back issued shares, obtain new borrowings or sell assets to reduce borrowings.

As disclosed in Note 20(b)(iii), the Group's subsidiaries in China are required to contribute to and maintain a non-distributable statutory reserve fund whose utilisation is subject to approval by the relevant China authorities. This externally imposed capital requirement has been complied with by the relevant subsidiaries for the financial year/period ended 31 December 2024 and 2023.

Management monitors capital based on the financial position of the Group and the Company. The Group has positive net assets and maintain low bank borrowings. Future decisions to raise capital and funds will be made with the objective to maintain positive working capital structure. The liabilities-equity ratio is calculated as total liabilities divided by total equity.

Management reviews the capital structure of the Group and makes adjustment to it, in light of changes in economic conditions. Management considers the cost of capital and the risks associated with each class of capital. The Group monitors capital using the net debt-to-equity ratio. The Group's debt includes all liabilities (excluding current income tax) less cash and bank balances. Equity includes all capital and reserves of the Group that are managed as capital.

	Group	
	2024	2023
	S\$'000	S\$'000
Total debt	(3,246)	(758)
Total equity	7,940	2,905
Debt-equity ratio	N.M.	N.M.

N.M.: Not meaningful

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

23 Financial Risk Management (Cont'd)

Financial risk factors (Cont'd)

(e) Fair Value Measurements

Fair Value Hierarchy

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

- Level 1: Quoted prices (unadjusted) in active markets 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.

24 Segment Information

The Group's chief operating decision maker ("**CODM**") comprise the Executive Directors. Management has determined the operating segments based on the reports reviewed by the CODM that are used to make strategic decisions, allocate resources, and assess performance.

The CODM considers the Group's businesses from both geographical and business segment perspectives. Geographically, management manages and monitors the businesses in the two (2023: four) primary geographic areas: Singapore and People's Republic of China ("**PRC**") (2023: Singapore, Malaysia, Hong Kong and PRC).

Continuing operations

PRC is engaged in the provision of human resources and labour outsourcing related services. Singapore is engaged in investment holdings.

Discontinued operations

Malaysia is engaged in publishing, exhibition and events and Hong Kong is engaged in publishing, exhibition and events and money lending. These business operations were classified as discontinued operations upon the disposal of subsidiaries in September 2023 as disclosed in Note 9 to the financial statements.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

24 Segment Information (Cont'd)

The segment information provided to the CODM for the reportable segments for the financial year/period ended 31 December 2024 and 2023 are as follows:

	PRC Human resources and labour outsourcing S\$'000	Singapore HQ costs and investments S\$'000	Total continuing operations S\$'000
<u>2024</u>			
Sales to external parties	56,103	-	56,103
Expenses			
Materials and consumables	(4,808)	-	(4,808)
Employee compensation	(49,649)	-	(49,649)
Segment results	801	(523)	278
Other income	383	1	384
Share of profit	20	-	20
Profit/(Loss) before income tax	1,204	(522)	682
Income tax	(376)	(1)	(377)
Net profit/(loss)	828	(523)	305
Net profit/(loss) includes			
Amortisation, depreciation and impairment	48	-	48
Segment assets	16,358	4,991	21,349
Segment assets includes:			
Additions to property, plant and equipment	96	-	96
Segment liabilities	12,808	601	13,409

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

24 Segment Information (Cont'd)

The segment information provided to the CODM for the reportable segments for the financial year/period ended 31 December 2024 and 2023 are as follows: (Cont'd)

	PRC Human resources and labour outsourcing S\$'000	Singapore HQ costs and investments S\$'000	Malaysia Continuing operations S\$'000	Hong Kong Advertisements and publishing S\$'000	Publishing S\$'000	Money lending S\$'000	Discontinued operations S\$'000	Total S\$'000
2023								
Sales to external parties	39,942	-	39,942	216	-	9	225	40,167
Expenses								
Materials and consumables	(1,847)	-	(1,847)	-	-	-	-	(1,847)
Employee compensation	(36,818)	-	(36,818)	-	-	-	-	(36,818)
Segment results	374	(777)	(403)	(101)	(21)	16	(106)	(509)
Other income	350	37	387	3	21	-	24	411
Profit/(Loss) before income tax	724	(740)	(16)	(98)	-	16	(82)	(98)
Income tax	(361)	-	(361)	(1)	-	-	(1)	(362)
Net profit/(loss)	363	(740)	(377)	(99)	-	16	(83)	(460)
Net profit/(loss) includes								
Amortisation, depreciation and impairment	28	-*	28	1	8	16	25	53
Segment assets	12,948	199	13,147	-	-	-	-	13,147
Segment assets includes:								
Additions to property, plant and equipment	10	-	10	5	-	-	5	15
Segment liabilities	9,763	479	10,242	-	-	-	-	10,242

* Amount less than S\$1,000

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

24 Segment Information (Cont'd)

(a) Revenue from Major Products and Services

The Group's revenue from its major products and services were as follows:

	Group	
	2024 S\$'000	2023 S\$'000
<i>Continuing operations</i>		
Human resources and labour outsourcing related services	56,103	39,942
<i>Discontinued operations</i>		
Publishing, exhibition and events	-	216
Money lending	-	9
	56,103	40,167

(b) Geographical Information

The Group's two (2023: three) business segments operate in two (2023: four) main geographical areas:

Continuing operations

- Singapore – the Company is headquartered and has operations in Singapore. The operations in this area are principally investments holdings.
- PRC – the operations in this area are principally the provision of human resources and labour outsourcing related services.

Discontinued operations

- Malaysia – the operations in this area are principally the publishing of magazines, exhibition and events.
- Hong Kong – the operations in this area are principally media publishing and money lending business.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

24 Segment Information (Cont'd)

(b) Geographical Information (Cont'd)

The Group's revenue from external customers and information about its non-current assets* by geographical location are detailed below:

	Revenue		Non-current assets	
	2024 S\$'000	2023 S\$'000	2024 S\$'000	2023 S\$'000
<i>Continuing operations</i>				
PRC	56,103	39,942	307	63
<i>Discontinued operations</i>				
Malaysia	-	216	-	-
Hong Kong	-	9	-	-
	56,103	225	-	-
Total	56,103	40,167	307	63

* Non-current assets consist of property, plant and equipment and investment in an associated company.

25 Subsequent Events

- (a) On 26 January 2025, Bacui Talent (Guangdong) Enterprise Co. Ltd. ("**BTES**"), of which the Company has an effective 98.01% shareholding, entered into an agreement with Meizhou Hongshun Trading Co., Ltd. ("**Meizhou Hongshun**") and Meizhou Industrial Transfer Industrial Park Investment Development Co., Ltd. ("**Meizhou Industrial**"). The proposed company is to be incorporated in PRC for the purpose of undertaking the business of human resources outsourcing in the financial services sector specialising in data management, human resources outsourcing and general back-office labour outsourcing in Meizhou city, Guangdong province (the "**Target Company**"). BTES, Meizhou Hongshun and Meizhou Industrial will hold 35%, 40% and 25% of the issued share capital in the Target Company respectively. The Target Company will have a registered capital of RMB8.00 million (approximately S\$1.49 million) and BTES, Meizhou Hongshun and Meizhou Industrial will contribute RMB2.80 million (approximately S\$0.52 million), RMB3.20 million (approximately S\$0.60 million) and RMB2.00 million (approximately S\$0.37 million) respectively.
- (b) On 12 February 2025, the Company announced that it has undertaken an internal restructuring exercise pursuant to which 10,000 ordinary shares representing the entire issued share capital of the Company's indirect wholly-owned subsidiary, Bacui Management Investment Limited, has been transferred to the Company from its wholly-owned subsidiary, Bacui Elitist Technology Limited.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

25 Subsequent Events (Cont'd)

- (c) On 26 February 2025, the Company announced the adjustment to the outstanding options and exercise price pursuant to the rules of ESOS. A total of up to 3,022,333 additional options will be issued to the optionholders and the exercise price of each option will be adjusted to S\$0.021.
- (d) On 25 March 2025, the Company announced that BTES entered into an agreement with Foshan Shunde District Leliu Fashion Resource Center Co., Ltd. ("**FSDLF**") to incorporate a company, Foshan Shunde Leba Enterprise Service Co., Ltd. ("**FSLE**") in PRC for the purpose of retail of food and other related products, processing, wholesale and retail of agricultural products, warehousing services and wholesale of kitchenware and groceries. BTES and FSDLF will hold 49% and 51% respectively in FSLE. FSLE will have a registered capital of RMB1.00 million (approximately S\$184,000) and BTES and FSDLF will contribute RMB0.49 million (approximately S\$90,000) and RMB0.51 million (approximately S\$94,000) respectively.

26 Authorisation of Financial Statements for Issue

The financial statements for the financial year ended 31 December 2024 were authorised for issue in accordance with a resolution of the Board of Directors on the date of the Directors' Statements.



SHAREHOLDINGS STATISTICS

TWENTY LARGEST SHAREHOLDERS AS AT 17 MARCH 2025

S/N	Names of shareholder	No. of shares	% of shares
1.	Raffles Nominees (Pte) Limited	2,702,810,704	62.02
2.	Citibank Nominees Singapore Pte Ltd	220,518,540	5.06
3.	KGI Securities (Singapore) Pte. Ltd	193,799,150	4.45
4.	Lim Chye Huat @ Bobby Lim Chye Huat	150,000,000	3.44
5.	UOB Kay Hian Pte Ltd	46,540,640	1.07
6.	Phillip Securities Pte Ltd	45,988,951	1.06
7.	Lim Hiang Lan	36,000,000	0.83
8.	Yeo Seng Chuan	35,500,000	0.81
9.	Ntegrator International Ltd	35,384,500	0.81
10.	Toh Mui	35,130,800	0.81
11.	DBS Nominees Pte Ltd	34,519,730	0.79
12.	Teeu Hui (Zhang Hui)	32,000,000	0.73
13.	L127 Co., Ltd.	30,000,000	0.69
14.	Century Greenland (Hong Kong) Limited	30,000,000	0.69
15.	Interlims (HK) Co., Limited	30,000,000	0.69
16.	Ong Kheng Guan	21,600,000	0.50
17.	Peng Chee Seng (Peng Zhicheng)	21,443,000	0.49
18.	Wong Han Yew	20,000,040	0.46
19.	Soh Seng Lye	20,000,000	0.46
20.	Tan Bok Sing	17,600,000	0.40
Total		3,758,836,055	86.26

DISTRIBUTION OF SHAREHOLDERS BY SIZE OF SHAREHOLDINGS AS AT 17 MARCH 2025

Size of Shareholdings	No. of Shareholders	%	No. of Shares	%
1 - 99	2,093	32.47	56,791	0.00*
100 - 1,000	2,548	39.52	970,586	0.02
1,001 - 10,000	955	14.81	3,856,912	0.09
10,001 - 1,000,000	707	10.97	122,428,762	2.81
1,000,001 and above	144	2.23	4,230,715,541	97.08
Total	6,447	100.00	4,358,028,592	100.00

* less than 0.01%

SHAREHOLDINGS STATISTICS

SUBSTANTIAL SHAREHOLDERS AS AT 17 MARCH 2025

S/N	Name of Substantial Shareholder	Direct Interest		Deemed Interest	
		Number of Shares	%	Number of Shares	%
1.	Xinlong Investment Holding Limited	2,697,057,454	61.89	-	-
2.	Xinlong Development Limited ⁽ⁱ⁾	-	-	2,697,057,454	61.89
3.	Yang Ran ⁽ⁱ⁾	-	-	2,697,057,454	61.89
4.	Landford Holding Pte. Ltd. ⁽ⁱⁱ⁾	220,400,000	5.06	-	-
5.	Chen Jiantao ⁽ⁱⁱ⁾	-	-	220,400,000	5.06

(i) The following entities/individuals are deemed interested in 2,697,057,454 shares held by Xinlong Investment Holding Limited, by virtue of Section 7 of the Companies Act:

- (a) Xinlong Development Limited; and
- (b) Mr Yang Ran.

(ii) Mr Chen Jiantao is deemed interested in the 220,400,000 shares held by Landford Holding Pte. Ltd. by virtue of Section 7 of the Companies Act.

RULE 723 OF SECTION B: CATALIST OF THE LISTING MANUAL OF THE SGX-ST

As at 17 March 2025, there were 1,440,571,138 shares in the hands of the public as defined in the Rules of Catalist representing approximately 33.05% of the issued share capital of the Company. The Company confirms that Rule 723 of the Catalist Rules is complied with.

SHARE CAPITAL

Issued and fully paid-up capital	:	S\$152,020,838.02
Number of shares issued and fully paid (excluding treasury shares and subsidiary holdings)	:	4,358,028,592 ordinary shares
Class of shares	:	Ordinary
Number of treasury shares	:	Nil
Number of subsidiary holdings	:	Nil
Voting rights	:	One vote per ordinary share (excluding treasury shares)

NOTICE OF ANNUAL GENERAL MEETING

BACUI TECHNOLOGIES INTERNATIONAL LTD.
(Company Registration No: 199407135Z)
(Incorporated in the Republic of Singapore)
(the “**Company**”, and together with its subsidiaries, the “**Group**”)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting (“**AGM**” or the “**Meeting**”) of the Company will be convened and held at The National University of Singapore Society (NUSS), Suntec City Guild House, 3 Temasek Boulevard, Tower 5, #02-401/402, Suntec City Mall, Singapore 038983 on Monday, 28 April 2025 at 10.00 a.m. for the purposes of transacting the following business:-

AS ORDINARY BUSINESS

1. To receive and adopt the Directors’ Statement and the Audited Financial Statements of the Company and of the Group for the financial year ended 31 December 2024 (“**FY2024**”), together with the Independent Auditor’s Report thereon. **(Resolution 1)**
2. To re-elect the following Directors, who are retiring pursuant to Regulation 114 of the Constitution and who, being eligible, offer themselves for re-election, as Directors:-
 - (a) Mr. Heng Victor Ja Wei **(Resolution 2)**
[See Explanatory Note (i)]
 - (b) Prof. Peng Lei Qing **(Resolution 3)**
[See Explanatory Note (ii)]
3. To approve the payment of Directors’ fees of S\$130,000 for the financial year ending 31 December 2025, to be paid quarterly in arrears (FY2024: S\$130,000). **(Resolution 4)**
4. To re-appoint Messrs Moore Stephens LLP as the Independent Auditors of the Company to hold office until the next AGM and to authorise the Directors of the Company to fix their remuneration. **(Resolution 5)**
5. To transact any other ordinary business which may properly be transacted at an AGM.



NOTICE OF ANNUAL GENERAL MEETING

AS SPECIAL BUSINESS

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

6. Authority to allot and issue shares in the capital of the Company (Resolution 6)

"That pursuant to Section 161 of the Companies Act 1967 of Singapore (the "**Companies Act**"), the Company's Constitution and Rule 806 of the Listing Manual Section B: Rules of Catalist (the "**Catalist Rules**") of the Singapore Exchange Securities Trading Limited (the "**SGX-ST**"), authority be and is hereby given to the Directors to:-

- (a) (i) allot and issue shares in the capital of the Company (the "**Shares**") whether by way of rights, bonus or otherwise; and/or
- (ii) make or grant offers, agreements or options (collectively, the "**Instruments**") that might or would require Shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) options, warrants, debentures or other instruments convertible into Shares,

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

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

provided that:-

- (1) the aggregate number of Shares to be issued pursuant to this Resolution (including Shares to be issued in pursuance of the Instruments made or granted pursuant to this Resolution) shall not exceed one hundred per cent. (100%) of the Company's total number of issued Shares (excluding treasury shares and subsidiary holdings, if any) (as calculated in accordance with sub-paragraph (2) below), of which the aggregate number of Shares to be issued other than on a *pro-rata* basis to existing shareholders of the Company (the "**Shareholders**") (including Shares to be issued in pursuance of the Instruments made or granted pursuant to this Resolution), shall not exceed fifty per cent. (50%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings, if any) (as calculated in accordance with sub-paragraph (ii) below);
- (2) (subject to such manner of calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of Shares (including Shares to be issued pursuant to the Instruments) that may be issued under sub-paragraph (1) above, the percentage of the total number of issued Shares (excluding treasury shares and subsidiary holdings, if any) shall be calculated based on the total number of issued Shares (excluding treasury shares and subsidiary holdings, if any) at the time of the passing of this Resolution, after adjusting for:-
 - (i) new Shares arising from the conversion or exercise of the Instruments or any convertible securities which are outstanding or subsisting at the time this Resolution is passed;

NOTICE OF ANNUAL GENERAL MEETING

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

(iii) any subsequent bonus issue, consolidation or subdivision of shares;

adjustments in accordance with sub-paragraph (2)(i) or sub-paragraph (2)(ii) above are only to be made in respect of new Shares arising from the Instruments, convertible securities, share options or share awards which were issued and outstanding or subsisting at the time of the passing of this Resolution;

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

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

[See Explanatory Note (iii)]

7. Authority to allot and issue Shares under the Bacui Technologies International Limited Employees' Share Option Scheme 2014 (the "BTIL ESOS")

(Resolution 7)

"That pursuant to Section 161 of the Companies Act, the Directors be and are hereby authorised and empowered to allot, issue or transfer from time to time such number of Shares as may be required to be allotted, issued or transferred pursuant to the exercise of the options under the BTIL ESOS, provided always that the aggregate number of Shares to be allotted and issued pursuant to the BTIL ESOS (including options granted under the BTIL ESOS and all outstanding options and such other share-based incentive schemes of the Company) shall not at any time exceed twenty per cent. (20%) of the total number of issued Shares (including treasury shares and subsidiary holdings, if any) on the date preceding the grant of the option. Such authority shall, unless revoked or varied by the Company in a general meeting, continue in force until the conclusion of the next Annual General Meeting of the Company or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is the earlier."

[See Explanatory Note (iv)]

BY ORDER OF THE BOARD

Chua Kern
Company Secretary

Singapore,
11 April 2025

NOTICE OF ANNUAL GENERAL MEETING

Explanatory Notes:

- (i) Mr. Heng Victor Ja Wei (“**Mr. Heng**”) will, upon re-election as a Director of the Company, remain as the Independent Non-Executive Director of the Company, the Chairman of the Audit Committee, and a member of the Nominating Committee and the Remuneration Committee. There are no relationships (including familial relationship) between Mr. Heng and the other Directors, the Company, its related corporations, its officers or its substantial shareholders, which may affect his independence. The Board of Directors (the “**Board**”) considers Mr. Heng to be independent for the purpose of Rule 704(7) of the Catalist Rules. Detailed information on Mr. Heng can be found under the sections entitled “Board of Directors”, “Corporate Governance Report” in the Company’s Annual Report FY2024.
- (ii) Prof. Peng Lei Qing (“**Prof. Peng**”) will, upon re-election as a Director of the Company, remain as the Independent Non-Executive Director of the Company, the Chairman of the Remuneration Committee, and a member of the Audit Committee and the Nominating Committee. There are no relationships (including familial relationship) between Prof. Peng and the other Directors, the Company, its related corporations, its officers or its substantial shareholders, which may affect her independence. The Board considers Prof. Peng to be independent for the purpose of Rule 704(7) of the Catalist Rules. Detailed information on Prof. Peng can be found under the sections entitled “Board of Directors”, “Corporate Governance Report” in the Company’s Annual Report FY2024.
- (iii) **Ordinary Resolution 6** proposed in item 6 above, if passed, will empower the Directors to allot and issue shares in the capital of the Company and/or Instruments (as defined above). The aggregate number of shares to be issued pursuant to Resolution 6 (including shares to be issued in pursuance of Instruments made or granted) shall not exceed one hundred per cent. (100%) of the total number of issued shares (excluding treasury shares and subsidiary holdings, if any), with a sub-limit of fifty per cent. (50%) for share issued other than on a *pro-rata* basis (including shares to be issued in pursuance of Instruments made or granted pursuant to this resolution) to shareholders with registered addresses in Singapore.

For the purpose of determining the aggregate number of shares that may be issued, the percentage of the total number of issued shares (excluding treasury shares and subsidiary holdings, if any) at the time of the passing of Resolution 6, after adjusting for (a) new shares arising from the conversion or exercise of any convertible securities outstanding or subsisting at the time of the passing of Resolution 6; (b) new shares arising from exercise of share options or vesting of share awards outstanding or subsisting at the time of the passing of Resolution 6, provided the options or awards were granted in compliance with Part VIII of Chapter 8 of the Catalist Rules; and (c) any subsequent bonus issue, consolidation or subdivision of shares.

- (iv) **Ordinary Resolution 7** proposed in item 7 above, if passed, will empower the Directors of the Company from the date of this AGM until the next AGM of the Company, or the date by which the next AGM of the Company is required by law to be held or such authority is varied or revoked by the Company in a general meeting, whichever is earlier, to allot and issue Shares pursuant to the exercise of options granted under the BTIL ESOS. The maximum number of new Shares to be issued under the BTIL ESOS (including options granted under the BTIL ESOS and all outstanding options or awards granted under such other share-based incentive schemes of the Company) shall not exceed twenty per cent. (20%) of the issued Shares (excluding treasury shares and subsidiary holdings, if any) from time to time.

NOTICE OF ANNUAL GENERAL MEETING

Notes:

The AGM is being convened, and will be held physically at The National University of Singapore Society (NUSS), Suntec City Guild House, 3 Temasek Boulevard, Tower 5, #02-401/402, Suntec City Mall, Singapore 038983 on Monday, 28 April 2025 at 10.00 a.m. for considering and, if thought fit, passing the resolutions set out in the Notice of AGM. There will be no option for members to participate virtually.

Printed copies of the Notice of AGM and the accompanying Proxy Form will be sent by post to members and published on the Company's corporate website at the URL: <http://yyb.bcyj.cn/news.php> and on the website of the SGX-ST at the URL: <https://www.sgx.com/securities/company-announcements>.

The Annual Report for FY2024 ("**Annual Report FY2024**") has been published on the SGXNet and may be accessed at the Company's website at <http://yyb.bcyj.cn/news.php>. Printed copies of the Annual Report FY2024 will not be sent to members unless requested for by a member submitting a request to the Company via email to info.bacui@bcyj.cn by Monday, 21 April 2025. The following information must be provided:-

- (i) the member's full name;
- (ii) the member's address; and
- (iii) the manner in which the shares are held.

A printed copy of the Annual Report FY2024 will then be sent to the address specified by the member.

Members should take note of the following arrangements for the AGM:-

Physical Participation in the AGM

- a. Members of the Company, including Central Provident Fund Investment Scheme investors ("**CPF Investors**") and Supplementary Retirement Scheme investors ("**SRS Investors**"), may participate in the AGM by:-
 - (i) attending the AGM in person;
 - (ii) submitting questions in relation to any agenda item in this Notice of AGM in advance of, or at the AGM; and/or
 - (iii) voting at the AGM by (1) themselves personally; or (2) through duly appointed proxy(ies).
- b. CPF Investors and SRS Investors who wish to appoint the Chairman of the AGM (and not third-party proxy(ies) as proxy should approach their respective CPF Agent Banks or SRS Operators to submit their votes by **5.00 p.m. on Tuesday, 15 April 2025**, being at least seven (7) working days before the AGM. Please refer to Proxy Voting under item (c) below for details.
- c. Members, including CPF Investors and SRS Investors, or, where applicable, their appointed proxy(ies) who are attending the AGM in person should bring along their NRIC/passport to enable the Company to verify your identity. Members are requested to arrive early to facilitate the registration process and are advised not to attend the AGM if they are feeling unwell. Members are strongly encouraged to exercise social responsibility to rest at home and consider appointing a proxy(ies) to attend the AGM.

NOTICE OF ANNUAL GENERAL MEETING

Submission of Questions

a. Members may raise questions at the AGM or submit questions in advance of the AGM by **Friday, 18 April 2025**, in the following manner:-

- (i) by email, to Complete Corporate Services Pte Ltd at bacui-agm@complete-corp.com; or
- (ii) by post, to be deposited with Complete Corporate Services Pte Ltd at 10 Anson Road, #29-07 International Plaza, Singapore 079903.

For verification purpose, when submitting any questions by post or via email, members MUST provide the Company with their particulars (comprising full name (for individuals)/company name (for corporates), email address, contact number, NRIC/passport number/company registration number, shareholding type and number of shares held), failing which the Company shall be entitled to regard the submission as invalid.

b. Members are strongly encouraged to submit their questions by email in advance of the AGM. The Company will publish its responses to the substantial and relevant questions submitted by members prior to the abovementioned deadline by **10.00 a.m. on Wednesday, 23 April 2025**, which is at least 48 hours before the Proxy Form deadline.

c. For questions received after 18 April 2025, the Company will endeavour to address all substantial and relevant questions submitted by members prior to or during the AGM. Where substantially similar questions are received, the Company will consolidate such questions and consequently not all questions may be individually addressed. For questions addressed during the AGM, the Company will publish the responses to such questions together with the minutes of the AGM on SGXNet and the Company's website within one (1) month after the date of the AGM.

Proxy Voting

a. A member entitled to attend and vote at the AGM is entitled to appoint proxy to attend and vote on his/her/its behalf. A member can appoint the Chairman of the AGM as his/her/its proxy but this is not mandatory. A proxy need not be a member of the Company.

b. Duly completed Proxy Forms must be submitted in the following manner:-

- (i) by email, to Complete Corporate Services Pte Ltd at bacui-agm@complete-corp.com; or
- (ii) by post, to be deposited with Complete Corporate Services Pte Ltd at 10 Anson Road, #29-07 International Plaza, Singapore 079903,

in either case, by **10.00 a.m. on Friday, 25 April 2025** (being not less than seventy-two (72) hours before the time appointed for holding the AGM) (or at any adjournment thereof) and in default the instrument of proxy shall not be treated as valid.

c. A member who wishes to submit an instrument appointing proxy(ies) can either use the printed copy of the Proxy Form which is sent to him/her/it by post or download a copy of the Proxy Form from the SGXNet and the Company's corporate website and subsequently, to complete and sign the Proxy Form before submitting it by (i) post to the address provided above, or (ii) scanning and sending it to the email address provided above.

NOTICE OF ANNUAL GENERAL MEETING

- d. A member can appoint the Chairman of the Meeting as his/her/its proxy. If a member wishes to appoint the Chairman of the AGM as proxy, such member (whether individual or corporate) must give specific instructions as to voting for, voting against, or abstentions from voting on, each resolution in the instrument appointing the Chairman of the AGM as proxy. If no specific direction as to voting or abstentions from voting in respect of a resolution in the form of proxy, the appointment of the Chairman of the AGM as proxy for that resolution will be treated as invalid.
- e. Where a member appoints proxy(ies), he/she/it may give specific instructions as to voting, or abstentions from voting, in respect of the resolutions in the Proxy Form, failing which the proxy(ies) will vote or abstain from voting at his/her/its discretion, as he/she/it may on any other matter arising at the AGM.
- f. Completion and submission of the instrument appointing a proxy(ies) by a member will not prevent him/her from attending, speaking and voting at the AGM if he/she so wishes. The appointment of a proxy(ies) for the AGM shall be deemed to be revoked if the member attends the AGM in person, and in such event, the Company reserves the right to refuse to admit any person or persons appointed under the relevant instrument appointing a proxy(ies), to the AGM. Please refer to the detailed instructions set out in the Proxy Form.
- g. Persons who hold Shares through relevant intermediaries, other than CPF Investors and SRS Investors, and who wish to participate in the AGM should contact the relevant intermediary through which they hold such Shares as soon as possible. Persons who hold shares through relevant intermediaries, other than CPF Investors and SRS Investors, may (i) vote at the AGM if they are appointed as proxies by their respective relevant intermediaries; or (ii) specify their voting instructions to/arrange for their votes to be submitted with their respective relevant intermediaries, and should contact their respective relevant intermediaries as soon as possible in order for the necessary arrangements to be made.
- h. In addition, CPF Investors and SRS Investors may (a) vote at the AGM if they are appointed as proxies by their respective CPF Agent Banks and SRS Operators, and should contact their respective CPF Agent Banks and SRS Operators if they have any queries regarding their appointment as proxies; or (b) specify their voting instructions to/arrange for their votes to be submitted with their respective CPF Agent Banks and SRS Operators, and should approach their respective CPF Agent Banks and SRS Operators by **5.00 p.m. on Tuesday, 15 April 2025**, being at least seven (7) working days before the date of the AGM, to ensure their votes are submitted.
- i. A member of the Company who is not a relevant intermediary is entitled to appoint not more than two (2) proxies to attend, speak and vote on his/her/its behalf at the AGM. A member of the Company which is a corporation is entitled to appoint its authorised representative or proxy to vote on its behalf. A proxy need not be a member of the Company. Where such member appoints two (2) proxies, the proportion of his shareholding to be represented by each proxy shall be specified. If no proportion is specified, the Company shall be entitled to treat the first named proxy as representing the entire number of shares entered against his name in the Depository Register and any second named proxy as an alternate to the first named.
- j. A member who is a relevant intermediary is entitled to appoint more than two (2) 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 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 form of proxy.

NOTICE OF ANNUAL GENERAL MEETING

“Relevant intermediary” has the meaning ascribed to it in Section 181 of the Companies Act 1967 of Singapore:

- (i) a banking corporation licensed under the Banking Act 1970 of Singapore, or a wholly-owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds shares in that capacity;
 - (ii) a person holding a capital market services licence to provide custodial services for securities under the Securities and Futures Act 2001 of Singapore and who holds shares in that capacity; or
 - (iii) the Central Provident Fund Board established by the Central Provident Fund Act 1953 of Singapore, in respect of shares purchased under the subsidiary legislation made under that Act providing for the making of investments from the contributions and interest standing to the credit of members of the Central Provident Fund, if the Board holds those shares in the capacity of an intermediary pursuant to or in accordance with the subsidiary legislation.
- k. 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 a member whose shares are entered against his/her name in the Depository Register, the Company may reject any instrument appointing a proxy or proxies lodged if the member, being the appointor, is not shown to have shares entered against his/her name in the Depository Register as at 72 hours before the time appointed for holding the meeting, as certified by The Central Depository (Pte) Limited to the Company.

Personal Data Privacy

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

*This notice has been reviewed by the Company's sponsor, SAC Capital Private Limited (the “**Sponsor**”).*

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

The contact person for the Sponsor is Ms Lee Khai Yinn (Tel: (65) 6232 3210) at 1 Robinson Road, #21-01 AIA Tower, Singapore 048542.

BACUI TECHNOLOGIES INTERNATIONAL LTD.

Company Registration No. 199407135Z
(Incorporated in the Republic of Singapore)

PROXY FORM – ANNUAL GENERAL MEETING

(Please see notes overleaf before completing this form)

IMPORTANT

- The Annual General Meeting ("AGM" or the "Meeting") will be held in a wholly physical format at The National University of Singapore Society (NUSS), Suntec City Guild House, 3 Temasek Boulevard, Tower 5, #02-401/402, Suntec City Mall, Singapore 038983 on Monday, 28 April 2025 at 10.00 a.m.. There will be no option to participate virtually. The Notice of AGM dated 11 April 2025 and printed copies of this Proxy Form will be sent by post to members.
- This Proxy Form is not valid for use by CPF/SRS investors and shall be ineffective for all intents and purposes if used or purported to be used by them.
- Please read the notes to this Proxy Form.

PERSONAL DATA PRIVACY

By submitting this Proxy Form, the member of the Company accepts and agrees to the personal data privacy terms set out in the Notice of AGM dated 11 April 2025.

I/We* _____ (Name) _____ (NRIC/Passport Number/Company Registration No.*)
of _____ (Address)
being a Member/Members* of BACUI TECHNOLOGIES INTERNATIONAL LTD. (the "Company", and together with its subsidiaries, the "Group"), hereby appoint:-

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

*and/or

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

or failing him/her/them*, the Chairman of the AGM as my/our* proxy/proxies* to attend and vote on my/our* behalf, at the AGM of the Company, to be held at The National University of Singapore Society (NUSS), Suntec City Guild House, 3 Temasek Boulevard, Tower 5, #02-401/402, Suntec City Mall, Singapore 038983 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, or abstain from voting on the Resolutions to be proposed at the AGM as indicated hereunder. If no specific direction as to voting is given or in the event of any other matter arising at the AGM and at any adjournment thereof, the proxy/proxies* will vote or abstain from voting at his/her/their* discretion. Where the Chairman of the AGM is appointed as proxy and the absence of specific directions as to voting, the appointment of Chairman of the Meeting as your proxy for that resolution will be treated as invalid.

The Resolutions proposed at the AGM as indicated hereunder will be put to vote at the AGM by way of poll.

If you wish to exercise all your votes "For" or "Against", or "Abstain" the relevant resolutions, please mark an "X" in the appropriate box provided. Alternatively, please indicate the number of votes "For" or "Against", or "Abstain" for each Resolution in the boxes provided as appropriate. If you mark an "X" in the abstain box for a particular Resolution, you are directing your proxy, not to vote on that Resolution. In any other case, the proxy/proxies may vote or abstain as the proxy/proxies deem(s) fit on any of the above resolutions if no voting instruction is specified, and on any other matter arising at the AGM.

No.	Resolutions relating to:	By way of poll		
		For	Against	Abstain
AS ORDINARY BUSINESS				
1.	Adoption of the Directors' Statement and the Audited Financial Statements of the Company and of the Group for the financial year ended 31 December 2024, together with the Independent Auditor's Report thereon			
2.	Re-election of Mr. Heng Victor Ja Wei as a Director of the Company ("Director") retiring under Regulation 114 of the Constitution of the Company			
3.	Re-election of Prof. Peng Lei Qing as a Director retiring under Regulation 114 of the Constitution of the Company			
4.	Approval of the payment of Directors' fees of up to S\$130,000 for the financial year ending 31 December 2025 ("FY2025"), to be paid quarterly in arrears (FY2024: S\$130,000)			
5.	Re-appointment of Messrs Moore Stephens LLP as the Independent Auditors of the Company to hold office until the next AGM and to authorise the Directors to fix their remuneration			
AS SPECIAL BUSINESS				
6.	Authority for Directors to allot and issue shares in the capital of the Company			
7.	Authority to allot and issue shares under the Bacui Technologies International Limited Employees' Share Option Scheme 2014 (the "BTIL ESOS")			

Dated this _____ day of _____ 2025

Total Number of Shares in	No. of Shares
(a) CDP Register	
(b) Register of Members	

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

* delete if not applicable

IMPORTANT: PLEASE READ NOTES ON THE REVERSE CAREFULLY BEFORE COMPLETING THIS PROXY FORM

NOTES:

1. Please insert the total number of ordinary shares in the capital of the Company ("**Shares**") held by you. If you have Shares entered against your name in the Depository Register (as defined in Section 81SF of the Securities and Futures Act 2001 of Singapore, you should insert that number of Shares. If you have Shares registered in your name in the Register of Members, you should insert that number of Shares. If you have Shares entered against your name in the Depository Register and registered in your name in the Register of Members, you should insert the aggregate number of Shares entered against your name in the Depository Register and registered in your name in the Register of Members. If no number is inserted, this instrument appointing a proxy shall be deemed to relate to all the Shares held by you.
2. The Proxy Form appointing the Chairman of the Meeting (or any person other than the Chairman of the Meeting) as proxy to vote on the Member's behalf at the AGM, duly executed, must be submitted through any of the following means to the Company in the following manner:-
 - (a) by email, to the Company's Polling Agent, Complete Corporate Services Pte Ltd at bacui-agm@complete-corp.com; or
 - (b) by post, to be deposited with the Company's Polling Agent, Complete Corporate Services Pte Ltd at 10 Anson Road International Plaza #29-07 Singapore 079903,in either case, by **10.00 a.m. on Friday, 25 April 2025** (being not less than seventy-two (72) hours before the time appointed for holding the AGM) (or at any adjournment thereof) and in default the instrument of proxy shall not be treated as valid. A member who wishes to submit an instrument appointing proxy(ies) can either use the printed copy of the Proxy Form which is sent to him/her/it by post or download a copy of the Proxy Form from the SGXNet or the Company's corporate website, and subsequently complete and sign the Proxy Form before submitting it by post to the address provided above, or scanning and sending it to the email address provided above.
3. Completion and submission of the instrument appointing a proxy(ies) by a member will not prevent him/her/it from attending, speaking and voting at the AGM if he/she/it so wishes. The appointment of a proxy(ies) for the AGM shall be deemed to be revoked if the member attends the AGM in person, and in such event, the Company reserves the right to refuse to admit any person or persons appointed under the relevant instrument appointing a proxy(ies), to the AGM.
4. This Proxy Form must be under the hand of the appointor or of his/her/its attorney duly authorised in writing.
 - (a) Where this Proxy Form is executed by a corporation, it must be executed either under its common seal (or otherwise in accordance with its constitution) or under the hand of an officer or attorney duly authorised.
 - (b) Where this Proxy Form is executed by an attorney on behalf of the appointor, the letter or the power of attorney or a duly certified true copy thereof must be lodged with this Proxy Form, failing which the instrument of proxy may be treated as invalid.
5. If any proxy other than the Chairman of the AGM is preferred, please strike out the words "the Chairman of the AGM" and insert the name and address of the proxy desired in the space provided. Any alteration made to this Proxy Form must be initialled by the person signing the Proxy Form. A member of the Company entitled to attend and vote at the AGM of the Company is entitled to appoint not more than two (2) proxies to attend and vote in his/her/it stead. A proxy need not be a member of the Company. Where a member appoints more than one (1) proxy, the appointments shall be invalid unless he/she/it specifies the proportion of his/her/its shareholding (expressed as a percentage of the whole) to be represented by each proxy.
6. A member who is a relevant intermediary entitled to attend and vote at the AGM of the Company is entitled to appoint more than two (2) proxies to attend and vote instead of the member, 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 form of proxy. "**Relevant intermediary**" has the meaning ascribed to it in Section 181 of the Companies Act 1967 of Singapore.
7. 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 AGM, in accordance with Section 179 of the Companies Act 1967 of Singapore, the person so authorised shall upon production of a copy of such resolution certified by a director of the corporation to be a true copy, be entitled to exercise the powers on behalf of the corporation so represented as the corporation could exercise in person if it was an individual.
8. CPF Investors and SRS Investors may attend and vote at the AGM if they are appointed as proxies by their respective CPF Agent Banks and SRS Operators and should contact their respective CPF Agent Banks and SRS Operators if they have any queries regarding their appointment as proxies. For CPF Investors and SRS Investors who wish to appoint the Chairman of the Meeting as their proxy, they should approach their respective CPF Agent Banks and SRS Operators to submit their votes no later than **5.00 p.m. on Tuesday, 15 April 2025** (being not less than seven (7) working days before the AGM).
9. For purposes of the appointment of a proxy(ies) and/or representative(s), the member(s)' and the proxy(ies)' or representative(s)' full name and full NRIC/passport number will be required for verification purposes, and the proxy(ies)' or representative(s)' NRIC/passport will need to be produced for sighting at registration at the AGM. This is so as to ensure that only duly appointed proxy(ies)/representative(s) attend, speak and vote at the AGM. The Company reserves the right to refuse admittance to the AGM if the proxy(ies)' or representative(s)' identity cannot be verified accurately.
10. Any reference to a time of day is made by reference to Singapore time.

General

The Company shall be entitled to reject this Proxy Form if it is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in this Proxy Form. In addition, in the case of Shares entered in the Depository Register, the Company may reject any Proxy Form lodged if the member, being the appointor, is not shown to have Shares entered against his/her/its name in the Depository Register as at seventy-two (72) hours before the time appointed for holding the AGM (or at any adjournment thereof), as certified by The Central Depository (Pte) Limited to the Company.

Personal Data Privacy

By submitting this Proxy Form, the member accepts and agrees to the personal data privacy terms as set out in the Notice of Annual General Meeting dated 11 April 2025.

BACUI TECHNOLOGIES INTERNATIONAL LTD.
Annual Report 2024

BACUI TECHNOLOGIES INTERNATIONAL LTD.

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