



BUILDING POTENTIAL FOR GREATER VALUE

2024 ANNUAL REPORT

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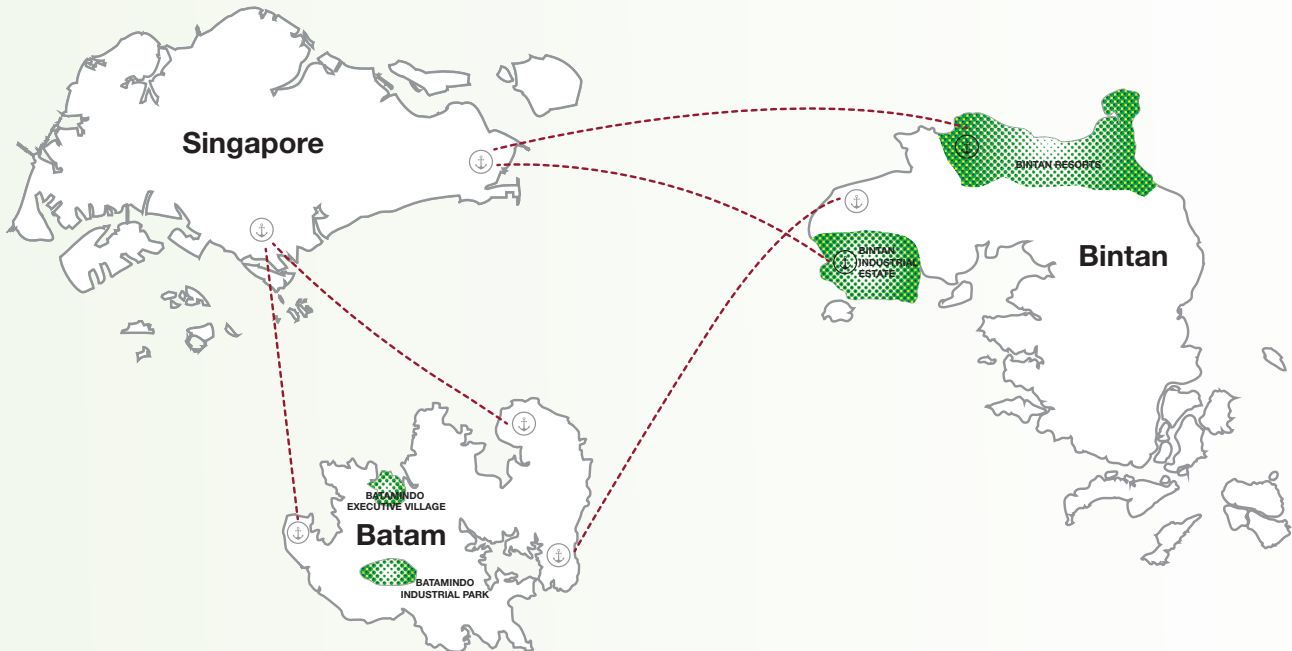
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GROUP PROFILE



Gallant Venture Ltd. (“**GV**”), headquartered and listed in Singapore, is an Indonesia focused investment holding company with operations primarily in the islands of Batam and Bintan, Indonesia.

Our business is well-positioned to leverage on the strategic alliance between Singapore and Indonesia governments and close proximity to Singapore.



The principal business of GV and its subsidiaries (“the **Group**”) are utilities provider, master planner and developer of industrial parks, property development and resort operations.



The Group has a foothold in the automotive, offshore marine, logistics, and renewable energy industries through its associate companies: PT Indomobil Sukses International Tbk (“**PT IMAS**”), BOMC Pte Ltd (“**BOMC**”), Regent Group Pte Ltd (“**Regent**”), and Pacific Medco Solar Energy Pte Ltd (“**PMSE**”).

GROUP BUSINESSES

INDUSTRIAL PARKS

We own and manage Batamindo Industrial Park (“**BIP**”) and Bintan Industrial Estate (“**BIE**”) in Batam and Bintan that offer the convenience of one-stop manufactory environment with ready access to Singapore’s financial, infrastructure and logistics network. BIP, a 320 ha premium industrial park in Batam with net factory lettable area of approximately 716,400 sqm, consists of 232 ready-built-factories with factory size between 972 sqm and 9,217 sqm, along with a custom-built factory occupying 84,000 sqm and other services include logistics, medical amenities and workers’ accommodation.

BIP is the first industrial park in Asia-Pacific certified ISO 9001 and ISO 14001. BIE, a 170 ha industrial park in Bintan with net factory lettable area of approximately 107,000 sqm, consists of 88 ready-built-factories with factory size between 504 sqm and 2,100 sqm and has its own dedicated wharf, CIQP facilities and amenities for medical and housing.



GROUP BUSINESSES

UTILITIES



We are independent utilities provider to our industrial park and resorts in Batam and Bintan. We provide power, water, waste management services and telecommunication services to our customers in the industrial parks and resorts. We have invested approximately S\$435 million in the construction and development of utilities infrastructure and resources that include power generation and distribution facilities, portable water treatment facilities, sewage treatment plants, waste water treatment facilities and landfills.

For power generation, we have a total installed capacity of 176 MW, comprising 142 MW from BIP, 10 MW from BIE, and 24 MW in Bintan Resorts. Approximately 30% of our installed capacity is

allocated as a standby reserve to accommodate potential increases in power consumption. Additionally, we have completed the deployment of approximately 17.4 MWp of installed Solar PV capacity to provide renewable energy to our customers. For water and waste treatment, we have aggregate capacity of 14,500 m³/day and 10,000 m³/day. For telecommunication services, we have approximately 6,000 lines servicing Batam and Bintan and also provide internet and triple play (Telephone, Internet and IPTv) services.



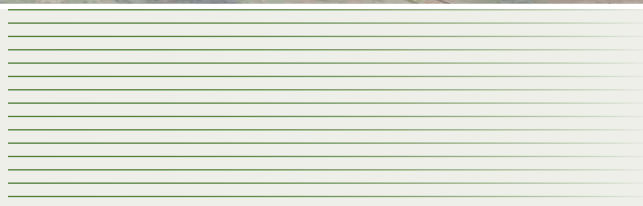
GROUP BUSINESSES

PROPERTY DEVELOPMENT



We are the master planner and developer for industrial, commercial, residential and resorts development in Bintan and Batam, Indonesia. We own approximately 18,000 ha of land in Bintan. Our integrated resort development, Lagoi Bay, consists of 1,300 ha earmarked for development of resorts, residences, shopping, restaurants, entertainments and sea-sport facilities.

Some of the investors in Lagoi Bay include world's leading resorts and hotels marques such as The Sanchaya, Four Point by Sheraton, Hotel Indigo and Holiday Inn by InterContinental Hotels Group, Alila Villas Bintan, Dialoog Hotel by Malka and The Haven Bintan Lagoi Bay by the Haven Group.



GROUP BUSINESSES

RESORT OPERATIONS



We are the master planner and developer in Bintan Resorts. We undertake the overall planning, development, operations and marketing of Bintan Resorts. We provide support facilities and services including ferry services and ferry terminal operations, security, tour and resort operations, property rental, workers' accommodation, medical support and estate and township maintenance.



GROUP BUSINESSES

STRATEGIC INVESTMENTS

Automotive

PT IMAS, an associate company of the Group, is an Indonesia based integrated automotive group. Its main business among others dealership franchise holder, vehicle sales distributor, after sales services, vehicle financing, spare parts distributor, vehicle assembler, automotive parts/component manufacturer, car rental services, used cars trading, logistics services, fuel distribution, non-formal education services, and other related supporting services.

PT IMAS holds a portfolio of internationally renowned brands, including Mercedes-Benz, Audi, Volkswagen, Nissan, Suzuki, KIA, Jaguar, Land Rover, Citroën, AION, and GWM for passenger cars; Yadea and Harley-Davidson for two-wheel vehicles; Hino, Volvo, and Renault Trucks for commercial vehicles; and Volvo Penta, John Deere, Kalmar, Bandit, Datsun, HIAB, SDLG, and Manitou for heavy-duty equipment and machinery

Offshore marine

BOMC, an associate company of the Group, owns and operates a state-of-the-art common-user facility in Bintan Industrial Estate for manufacturing, fabrication, repairs, modifications, and logistics for the offshore marine, oil and gas industries. It offers all offshore projects the distinct advantage to lower costs, provides increased efficiencies and productivity, adhere to strict corporate compliance and governance requirements with all operations conducted under world class safety and quality systems.



Logistics

Regent is a leading integrated logistics solution provider that optimises efficiency and cost. With a modern fleet and a strong global network, Regent provides reliable, seamless deliveries. Its tailored strategies and innovative supply chain solutions drive performance and success, helping its clients easily navigate complex logistics. Regent has further strengthened its regional presence by acquiring Batamindo Shipping & Warehousing Pte Ltd, a logistics provider serving manufacturers in the Riau Islands.

Renewable energy

PMSE is a joint venture with Pacific-Light and Medco Power to develop a solar PV farm on Bulan Island that will supply renewable electricity exclusively to Singapore.



BOARD OF DIRECTORS

MR LIM CHEE SAN

Non-Executive Chairman and Independent Director

Date of first appointment: 01 November 2021

Date of last election: 29 April 2022

Board Committee:

Chairman, Audit and Risk Management Committee

Member, Nominating Committee

Member, Remuneration Committee

Mr Lim has been an accountant, a banker and a lawyer at different times during the last 42 years. He has his own law firm, TanLim Partnership, now. Before he started his current law practice, he was the Head of Banking Operations in a large regional bank. He also has many years of experience as an auditor in large international accounting firms. He is a barrister-at-law, a chartered certified accountant, and a chartered information technology practitioner. He was among the top candidates in his accountancy and law examinations.

Current directorship in other companies listed on Singapore stock exchange

- Chemical Industries (Far East) Limited
- Blackgold Natural Resources Limited
- Singapore Kitchen Equipment Ltd

MR EUGENE CHO PARK

Executive Director and Chief Executive Officer

Date of first appointment: 01 February 2006

Date of last election: 28 April 2023

Board Committee:

Nil

Responsible for the overall management of the Company, Mr Park is a co-founder of Parallax Capital Management Group. He has also spent more than 15 years as an investment banker with Credit Suisse First Boston in London, Chase Manhattan Asia Ltd in Hong Kong and Banque Paribas in Singapore. He received a Bachelor of Arts (Chemistry) from Princeton University in the United States of America and a Master of Business Administration from INSEAD in France.

MR GIAN TO GUNARA

Executive Director and Chief Operating Officer

Date of first appointment: 08 November 2006

Date of last election: 28 April 2023

Board Committee:

Nil

Mr Gunara is the Executive Director/Group Chief Operating Officer overseeing the Group Operations. He started his career with Haagtechno BV-Den Bosch in Holland as a Management Trainee in 1984 and is currently sits on the Board of Director/Commissioner of several subsidiaries of the Group and in other private enterprises.

He holds a Bachelor in Business Administration degree from Simon Fraser University, Vancouver, Canada.

MR CHOO KOK KIONG

Executive Director and Chief Financial Officer

Date of first appointment: 30 April 2014

Date of last election: 29 April 2024

Board Committee:

Nil

Mr Choo is the Executive Director/Group Chief Financial Officer overseeing the Group and its corporate services. He has also been appointed as a Group Risk Officer. Before joining the company, he held various management positions in the Sembcorp group. He has over 30 years of finance experience, having held the positions of Vice-President of Finance at Sembcorp Parks Management and Sembcorp Parks Holdings Ltd (now known as Sembcorp Development Ltd), Assistant Vice-President of Finance at Sembcorp Industries Ltd and Accounts Manager with Singapore Precision Industries Pte Ltd. Mr Choo also sits on the Singapore Kitchen Equipment Limited board as a non-executive independent director.

He holds a Master in Business Administration from the University of Wales (UK)/Manchester Business School (UK). He also had qualifications from the Chartered Institute of Management Accountants (CIMA, UK) and the Association of Chartered Certified Accountants (ACCA, UK).

Current directorship in other company listed on Singapore stock exchange

- Singapore Kitchen Equipment Limited

BOARD OF DIRECTORS

MR AXTON SALIM

Non-Executive Director

Date of first appointment: 30 April 2014

Date of last election: 29 April 2022

Board Committee:

Nil

Mr Axton was first appointed as a Director of PT Indofood Sukses Makmur Tbk based on the resolution of the AGM in 2009 with the latest re-elected in 2021. He heads the Dairy Division and is concurrently the Director of PT Indofood CBP Sukses Makmur Tbk, Non-Executive Director of Indofood Agri Resources Ltd and First Pacific Company Ltd, as well as Commissioner of PT Salim Ivomas Pratama Tbk and PT London Sumatra Indonesia Tbk. He started his career in PT Indofood Fritolay Makmur as a Brand Manager before appointed as an Assistant CEO of PT Indofood Sukses Makmur Tbk.

Mr Axton is also part of the United Nations Scaling Up Nutrition (SUN) Movement Business Network Advisory Group, where he serves as a Co-Chair, and SUN Business Network Indonesia as a Coordinator, as well as Nanyang Business School as Advisory Board Member.

He holds a Bachelor of Science in Business Administration from University of Colorado, USA.

Current directorship in other company listed on Singapore stock exchange

– Indofood Agri Resources Ltd

MR TAN BOON HWA

Non-Executive and Independent Director

Date of first appointment: 29 April 2024

Board Committee:

Chairman, Remuneration Committee

Member, Audit and Risk Management Committee

Member, Nominating Committee

Mr. Tan is an experienced banking professional with over three decades of international experience in corporate and investment banking. Throughout his career, he has held senior leadership roles in product and client coverage across Southeast Asia and Europe, working with global institutions such as ABN AMRO Bank, Bank of America, and Standard Chartered Bank within their Corporate and Investment Banking divisions.

Mr. Tan is a seasoned international banker with extensive experience in capital markets and corporate banking across investment and wholesale business units. Throughout his tenure at leading financial institutions, he has gained deep exposure to a wide range of industries and has played a key role in fund-raising initiatives for corporations, financial institutions, and governments.

Mr. Tan holds a Bachelor's degree in Commerce, majoring in Accounting and Finance, from the University of New South Wales. Additionally, he is a member of the Australian Society of Certified Practising Accountants and an accredited member of the Singapore Institute of Directors.

Current directorship in other companies listed in Singapore stock exchange

– GS Holdings Limited

BOARD OF DIRECTORS

MR I GUSTI PUTU SURYAWIRAWAN

Non-Executive and Independent Director

Date of first appointment: 29 April 2024

Board Committee:

Chairman, Nominating Committee

Member, Audit and Risk Management Committee

Member, Remuneration Committee

He has held a range of strategic leadership positions within the Ministry of Industry over the years. From 2000 to 2004, he served as Director of the Electronics and Telematics Industry, followed by his role as Director of the Metal Industry from 2005 to 2010. He then took on the position of Director of the Metal Basic Material Industry (2010-2012) before being appointed Director of Industry Facilities Development for Region I (2012-2015).

From 2015 to 2017, he served as Director General of the Metal, Machine, Transportation, and Electronics Industry. He then assumed the role of Director General for Security and Development of International Industry Access from 2017 to 2018, while concurrently overseeing Industry Area Development. In 2018, he was appointed Special Staff to the Minister of Industry for Investment and Inter-Institutional Relations, a position he held until 2019. Since 2019, he has been required as a Special Staff to the Coordinating Minister of Economic Affairs.

He obtained his Bachelor's degree in Industrial Engineering from the Bandung Institute of Technology in 1982.

ADDITIONAL INFORMATION ON DIRECTORS SEEKING RE-ELECTION

Name of Director	Lim Chee San	Eugene Cho Park	Axton Salim
Date of appointment	01 November 2021	01 February 2006	30 April 2014
Date of last re-appointment	29 April 2022	28 April 2023	29 April 2022
Age	65	65	46
Country of principal residence	Singapore	Singapore	Indonesia
The Board's comments on this appointment (including rationale, selection criteria, and the search and nomination process)	The re-election of Mr Lim as a Director of the Company at the AGM 2025 was recommended by the Nominating Committee and approved by the Board, after taking into consideration Mr Lim's contributions, qualifications, expertise and past experiences.	The re-election of Mr Park as a Director of the Company at the AGM 2025 was recommended by the Nominating Committee and approved by the Board, after taking into consideration Mr Park's contributions, qualifications, expertise and past experiences.	The re-election of Mr Axton as a Director of the Company at the AGM 2025 was recommended by the Nominating Committee and approved by the Board, after taking into consideration Mr Axton's contributions, qualifications, expertise and past experiences.
Whether appointment is executive, if so, the area of responsibility	No, the appointment is non-executive	Yes, he is responsible for the overall management of the Group.	No, the appointment is non-executive
Job title (e.g. Lead ID, ARMC, Chairman, ARMC Member, etc.)	Audit and Risk Management Committee (Chairman) Nominating Committee (Member) Remuneration Committee (Member)	Chief Executive Officer	Nil
Professional qualifications	Member of the Chartered Association of Certified Accountants, Member of the Institute of Singapore Chartered Accountants, Member of the British Computer Society, Chartered Information Technology Professional, Bachelor of Law (Honours) from University of London, Barrister at Law (Lincoln's Inn) England, Advocate and Solicitor Singapore.	Bachelor of Arts (Chemistry) from Princeton University in the United States of America and a Master of Business Administration from INSEAD in France.	Bachelor of Science in Business Administration from University of Colorado, USA.
Working experience and occupation(s) during the past 10 years	Mr Lim has been an accountant, a banker and a lawyer at different times during the last 42 years. He has his own law firm, TanLim Partnership, now. Before he started his current law practice, he was the Head of Banking Operations in a large regional bank. He also has many years of experience as an auditor in large international accounting firms.	Mr Park has been with the Group since 2006.	Mr Axton serves as Global Co-chair of Scaling Up Nutrition (SUN) Business Advisory Group.

ADDITIONAL INFORMATION ON DIRECTORS SEEKING RE-ELECTION

Name of Director	Lim Chee San	Eugene Cho Park	Axton Salim
Shareholding interest in the listed issuer and its subsidiaries	Nil	Direct interest of 200,000 shares, 0.0037%	Nil
Any relationship (including immediate family relationships) with any existing director, existing executive office, the issuer and/or substantial shareholder of the listed issuer or of any of its principle subsidiaries	None	None	Son of Mr Anthoni Salim who is a substantial shareholder of the Company.
Conflict of interests (including any competing business)	None	None	None
Undertaking submitted to the listed issuer in the form of Appendix 7.7 (listing Rule 704(7))	Yes	Yes	Yes
Other Principal Commitments including Directorship	• Past (for the last 5 years) – Soon Lian Holdings Limited – Allied Technologies Limited – Colex Holdings Limited – GS Holdings Limited • Present: – Chemical Industries (Far East) Limited – Blackgold Natural Resources Limited – Singapore Kitchen Equipment Limited – Panaudit Business Services Pte Ltd – Pan Services Pte Ltd – Rees Property Consultants Pte Ltd – 4Ward Pte Ltd	• Past (for the last 5 years) – PT Multistrada Arah Sarana Tbk – Batamindo Investment (S) Ltd • Present: – Subsidiaries of Gallant Venture Group – PT Citatah Tbk – PVP XVIII Pte Ltd – Echo Holdings Pte Ltd – GDM Resources Pte Ltd – Great Resources Pte Ltd – Xin Yuan Investments Pte Ltd	• Past (for the last 5 years) – Art Photography Centre Ltd • Present: – Indofood Agri Resources Ltd – First Pacific Company Ltd – PacificLight Power Pte. Ltd. – Several private enterprises in Indonesia.
The general statutory disclosures of the Directors are as follows:			
(a) Whether at any time during the last 10 years, an application or a petition under any bankruptcy law of any jurisdiction was filed against him or against a partnership of which he was a partner at the time when he was a partner or at any time within 2 years from the date he ceased to be a partner?	No	No	No

ADDITIONAL INFORMATION ON DIRECTORS SEEKING RE-ELECTION

Name of Director	Lim Chee San	Eugene Cho Park	Axton Salim
(b) Whether at any time during the last 10 years, an application or a petition under any law of any jurisdiction was filed against an entity (not being a partnership) of which he was a director or an equivalent person or a key executive, at the time when he was a director or an equivalent person or a key executive of that entity or at any time within 2 years from the date he ceased to be a director or an equivalent person or a key executive of that entity, for the winding up or dissolution of that entity or, where that entity is the trustee of a business trust, that business trust, on the ground of insolvency?	No	No	No
(c) Whether he has ever been convicted of any offence, in Singapore or elsewhere, involving fraud or dishonesty which is punishable with imprisonment, or has been the subject of any criminal proceedings (including any pending criminal proceedings of which he is aware) for such purpose?	No	No	No
(d) Whether there is any unsatisfied judgement against him?	No	No	No
(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	No

ADDITIONAL INFORMATION ON DIRECTORS SEEKING RE-ELECTION

Name of Director	Lim Chee San	Eugene Cho Park	Axton Salim
(f) Whether at any time during the last 10 years, judgement 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	No
(g) 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	No
(h) 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	No
(i) Whether he has ever been the subject of any order, judgement 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	No

ADDITIONAL INFORMATION ON DIRECTORS SEEKING RE-ELECTION

Name of Director	Lim Chee San	Eugene Cho Park	Axton Salim
(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	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	No
iii. any business trust which has been investigated for a breach of any law or regulatory requirement governing such entities in Singapore or elsewhere; or	No	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	No

ADDITIONAL INFORMATION ON DIRECTORS SEEKING RE-ELECTION

Name of Director	Lim Chee San	Eugene Cho Park	Axton Salim
(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?	Mr Lim has been the subject of a past complaint to the Law Society of Singapore about conflict of interest. The complaint was dismissed at the Inquiry Committee Stage in May 2018. Mr Lim has also been issued a public reprimand by SGX RegCo in March 2025 for breaching Catalist Rules in or about 2023 for failure to cause a listed company to have in place formal documentation of adequate and effective systems of internal controls and risk management and for failure to cause the listed company to promptly disclose material information pertaining to termination of an agreement although Mr Lim as an independent director of the listed company did follow-up with the management on the status of the announcement when there was a delay by management in announcing the material information. Save for the above, there is no investigation against Mr Lim, and he has not been the subject of any current or past disciplinary proceeding and have not been reprimanded or issued any warnings by the Monetary Authority of Singapore or any other regulatory authority, SGX-ST, professional body or government agency, whether in Singapore or elsewhere.	No	No

ADDITIONAL INFORMATION ON DIRECTORS SEEKING RE-ELECTION

Name of Director	Lim Chee San	Eugene Cho Park	Axton Salim
Disclosure applicable to the appointment of Director only			
Any prior experience as a director of a listed company?	Not applicable This is a re-election of a director.	Not applicable This is a re-election of a director.	Not applicable This is a re-election of a director.
Attended or will be attending training on the roles and responsibilities of a director of a listed issuer as prescribed by the Exchange?	Not applicable	Not applicable	Not applicable
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).	Not applicable	Not applicable	Not applicable

GROUP STRUCTURE

SUBSIDIARIES

PT Batamindo Investment Cakrawala Indonesia 100%	Verizon Resorts Limited Malaysia 100%	PT Gallant Lagoi Elok Indonesia 100%	PT Batamindo Sukses Makmur Indonesia 100%
PT Bintang Inti Industrial Estate Indonesia 100%	PT Buana Megawisatama Indonesia 100%	PT Gallant Lagoi Fenomena Indonesia 100%	Bintang Resort Ferries Pte Ltd Singapore 100%
Bintang Resorts International Pte Ltd Singapore 100%	PT Surya Bangun Pertiwi Indonesia 100%	PT Gallant Lagoi Gemilang Indonesia 100%	PT Bintang Resort Cakrawala Indonesia 95.53%
Batamindo Investment (S) Ltd Singapore 100%	PT Suakajaya Indowahana Indonesia 100%	PT Gallant Lagoi Harmoni Indonesia 100%	PT Batamindo Executive Village Indonesia 80%
BU Holdings Pte Ltd Singapore 100%	PT Taman Indah Indonesia 100%	PT Gallant Lagoi Inti Indonesia 100%	Singapore-Bintang Resort Holdings Pte Ltd Singapore 66.25%
GV Airport Holdings Pte Ltd Singapore 100%	Lagoi Dreams Limited British Virgin Islands 100%	PT Gallant Lagoi Jaya Indonesia 100%	PT Batam Bintang Telekomunikasi Indonesia 63.83%
GO Marine Offshore Investment Pte Ltd Singapore 100%	PT Gallant Lagoi Berjaya Indonesia 100%	PT Batamindo Digital Perkasa Indonesia 100%	Gallant KMP Pte Ltd Singapore 50%
GO Greenhouse Investments Pte Ltd Singapore 100%	PT Gallant Lagoi Cemerlang Indonesia 100%	PT Batamindo Green Perkasa Indonesia 100%	
GO Cloud Data Center Pte Ltd Singapore 100%	PT Gallant Lagoi Data Center Indonesia 100%	PT Batamindo Solar Perkasa Indonesia 100%	

ASSOCIATES

PT Indomobil Sukses Internasional Tbk Indonesia 49.49%	Batamindo Carriers Pte Ltd Singapore 36%	PT Persada Hijau Permai Indonesia 30%	Pacific Medco Solar Energy Pte Ltd Singapore 26%
PT Gallant Lagoi Abadi Indonesia 45%	PT Bintang Aviation Investments Indonesia 33%	PT Persada Hijau Cemerlang Indonesia 30%	
Regent Group Pte Ltd Singapore 40%	PT Soxal Batamindo Industrial Gases Indonesia 30%	BOMC Pte Ltd Singapore 26%	

CORPORATE DIRECTORY

COMPANY REGISTRATION NUMBER

200303179Z

REGISTERED OFFICE

3 HarbourFront Place
#16-01 HarbourFront Tower Two
Singapore 099254

DIRECTORS

Lim Chee San
(Non-Executive Chairman and Independent Director)

Eugene Cho Park
(Executive Director and Chief Executive Officer)

Gianto Gunara
(Executive Director and Chief Operating Officer)

Choo Kok Kiong
(Executive Director and Chief Financial Officer)

Axton Salim
(Non-Executive Director)

Tan Boon Hwa
(Non-Executive and Independent Director)

I Gusti Putu Suryawirawan
(Non-Executive and Independent Director)

AUDIT AND RISK MANAGEMENT COMMITTEE

Lim Chee San (Chairman)
Tan Boon Hwa
I Gusti Putu Suryawirawan

NOMINATING COMMITTEE

I Gusti Putu Suryawirawan (Chairman)
Lim Chee San
Tan Boon Hwa

REMUNERATION COMMITTEE

Tan Boon Hwa (Chairman)
Lim Chee San
I Gusti Putu Suryawirawan

COMPANY SECRETARY

Choo Kok Kiong

SHARE REGISTRAR

KCK CorpServe Pte. Ltd.
1 Raffles Place #04-63
One Raffles Place, Tower 2
Singapore 048616

PRINCIPAL BANKERS

United Overseas Bank Limited
PT Bank Mandiri (Persero) Tbk, Singapore Branch
Malayan Banking Berhad, Singapore Branch

INDEPENDENT AUDITOR

Foo Kon Tan LLP
Public Accountants and Chartered Accountants
1 Raffles Place #04-61/62
One Raffles Place, Tower 2
Singapore 048616

Partner-in-charge: Ling Guo Leng
(Since financial year ended 31 December 2023)

LETTER TO SHAREHOLDERS

Mr Eugene Cho Park
Executive Director and
Chief Executive Officer

Mr Lim Chee San
Non-Executive Chairman and
Independent Director



Dear Fellow Shareholders,

Based as we are in Singapore and the Riau Islands, we partner with, and support and benefit from being both Singaporean and Indonesian. When our projects started 30 years ago it was part of the Singapore – Johor Bahru – Riau Islands triangle. The partners, and the world, have changed a lot in the intervening years. However, the fundamental logic of cooperation among the three neighbors remains, and now as more mature partners, we are better positioned to integrate our business environments.

Indonesia continues to be the largest economy in ASEAN comprising around 35% of its total economic output. Indonesia's GDP grew by slightly over 5% in 2024 and now ranks 7th largest in the world on a PPP basis, and 16th largest on a nominal basis. Our businesses continue to benefit from this macro-economic environment as well as our long-term competitive advantages of strategic location, partnerships, and strong asset base.

Indonesia's GDP growth was tempered by the slowing of resources/commodities demand and the reduction of domestic business investment during an election year. The elections progressed smoothly and uneventfully, and the

pre-handover political compromising has led to a strong majority government that could be effective and efficient. While sluggish global economic growth has affected some export driven demand, we have seen good domestic consumption growth, with bright spots in the accommodation/ food service, and the transportation sectors (each growing over 8.5%) and the ICT sector (growing over 7.5%) (GMV of digital economy grew 13% to over \$90 billion). Inflation has moderated to around 2.5% for 2024 (falling below 2% for 4Q 2024). Unemployment fell to 4.9% in 3Q 2024 from 5.3% in 3Q 2023.

President Prabowo is targeting an 8% GDP growth rate by 2029 which implies a stable business friendly environment. He is already courting significant increases in FDI, and economists advise that to achieve a sustainable 8% growth rate, the manufacturing sector needs to grow from 19% to perhaps 25% to 30% of GDP to move the economy up the value chain.

Our industrial parks continue to benefit from the geographic diversification of manufacturing away from China. In 2024 we handed over to tenants 12 newly built factories in

LETTER TO SHAREHOLDERS

Batam totaling 116,000 m². During the 5 year period ending December 2024, we have increased our lettable factory area from 549,000 m² to over 716,000 m², while maintaining a 100% occupancy rate in Batam. We are actively optimizing our Batam industrial park to cater for further expansion – and we still have the large landbank at Bintan industrial estate where prospective tenants can consider large 100 ha plus campus style facilities. The team has done a superb job of planning, marketing, and executing the expansion and we are extremely proud of them.

Our utilities business has benefitted from the increase in activity in the industrial parks, although the full flow through effect of up to 20% to 25% increase in turnover may only manifest over the next few years. Contributions from the resorts have also increased as new hotels open in 2024 and 2025, and as additional tourists visit Bintan. In addition, the less volatile energy markets have allowed us to optimize our electricity production costs, and we should also see additional benefits over the next few years as our PV projects stabilize. We will continue to work to build our infrastructure to serve the increasing demands of our clients, such as the over 500 km of fiber optic cable we have installed and manage.

Our property development business had a few wins in 2024, though several projects are delayed into 2025. Beyond our resort development, commercial and other infrastructure projects, we are also moving forward with master planning our 800 ha data center park and have started initial earthworks. Our team continues to do an excellent job in protecting and maintaining our assets in good condition ready for implementation of the new projects. Significantly, the team also did a good job in smoothly renewing over 5,000 ha of our HGB land certificates, extending validity to Year 2044 to 2046. We expect to complete the lease extension of our entire land bank by the end of 2025.

Our resort operation business had a busy year as the room key count in Bintan Resorts increased by 676 rooms under 3 international operators – Sheraton Four Points, Indigo, and Holiday Inn opened – albeit under soft launch for some. We expect the full impact to be recorded in 2025. In addition, the Movenpick hotel (477 keys) which has been under renovation for the last 3 years, will reopen in 2025. In 2024 our ferries ran at an overall 56% load factor (including 53% for the Emerald Class premium product). Our current fleet capacity is only 870 seats, so with the significant increase in hotel rooms we are adding 3 new, more fuel-efficient ferries over the next 3 years taking our fleet capacity to 1,479.

In 2024, our EBITDA was S\$45.7 million, a decrease from S\$68.0 million in 2023. This decline was primarily due to a foreign exchange revaluation loss of S\$22.9 million and a S\$6.3 million drop in profit contribution from PT IMAS. PT IMAS had a slower year as high interest rates and political uncertainty led consumers to delay big ticket purchases like automobiles. In addition, the heavy equipment business weakened significantly in the second half of the year. However, PT IMAS's focus on EV's should yield results in 2025, since the Indonesian government needs EV adoption to accelerate to reduce the IDR 500 trillion (S\$41 billion) it spends on fuel subsidies annually. With regards to our other associate companies, BOMC contributed around S\$0.5 million to our results. While it had a relatively quiet year, we look forward to better results in 2025. We also made a S\$16 million investment to acquire 40% of Regent, and subsequently Regent took over Batamindo Shipping and Warehousing Pte Ltd. This investment strengthens our ability to deliver a seamless logistics solution for our manufacturing tenants looking to send goods from Batam and Bintan through Singapore to the rest of the world. And our participation in PMSE – the solar PV project in Bulan Island continues to move forward with both governments supportive. We are well into design and planning including the underwater cable routing to Singapore. It is a landmark project, and we hope to be able to give the markets more information later in 2025.

We believe that our landbank assets, our industrial parks and utilities providing first world level of infrastructure, and our close geographical proximity to and relationship with Singapore and its legal, financial, R&D, and logistics infrastructure, we are positioned to leverage on our region's macro-economic growth story. We also believe that the Singapore – Johor Bahru – Riau Islands triangle will continue to develop and strengthen its symbiotic ties by leveraging each partner's competitive advantages. We look forward to continuing our exciting journey together with you.

Sincerely,

Mr Lim Chee San

Non-Executive Chairman and Independent Director

Mr Eugene Cho Park

Executive Director and Chief Executive Officer

BUSINESS REVIEW

MACROECONOMIC ENVIRONMENT

The global economy continues to recover from the effects of the COVID-19 pandemic, with inflationary pressures beginning to ease, though still elevated due to several factors. Energy price volatility, ongoing supply chain disruptions, and labour shortages challenge global markets. Additionally, the increased trade tariffs imposed by the United States of America on goods from key trading partners have contributed to higher production and import costs, further exacerbating inflation. These tariffs have led to increased business costs, which have been passed on to consumers, adding to global inflationary pressures.

In Asia, the economic landscape is shifting. While China is experiencing weak domestic demands and moderate growth, India has yet to benefit from major MNCs' relocation of manufacturing activities. Indonesia stands out in this region with high FDIs but is impacted by high inflation. The Indonesian economy grew by 5.03% in 2024 and is projected to grow by 5.1% in 2025. This recovery is supported by strong domestic demand, foreign investment, and significant infrastructure projects, but domestic challenges remain. The government's focus on enhancing infrastructure, diversifying the economy, and promoting sustainability has positioned Indonesia as an attractive destination for long-term investments. Additionally, the country's push towards becoming a hub for green energy and its rebounding tourism sector offers exciting opportunities across various industries.

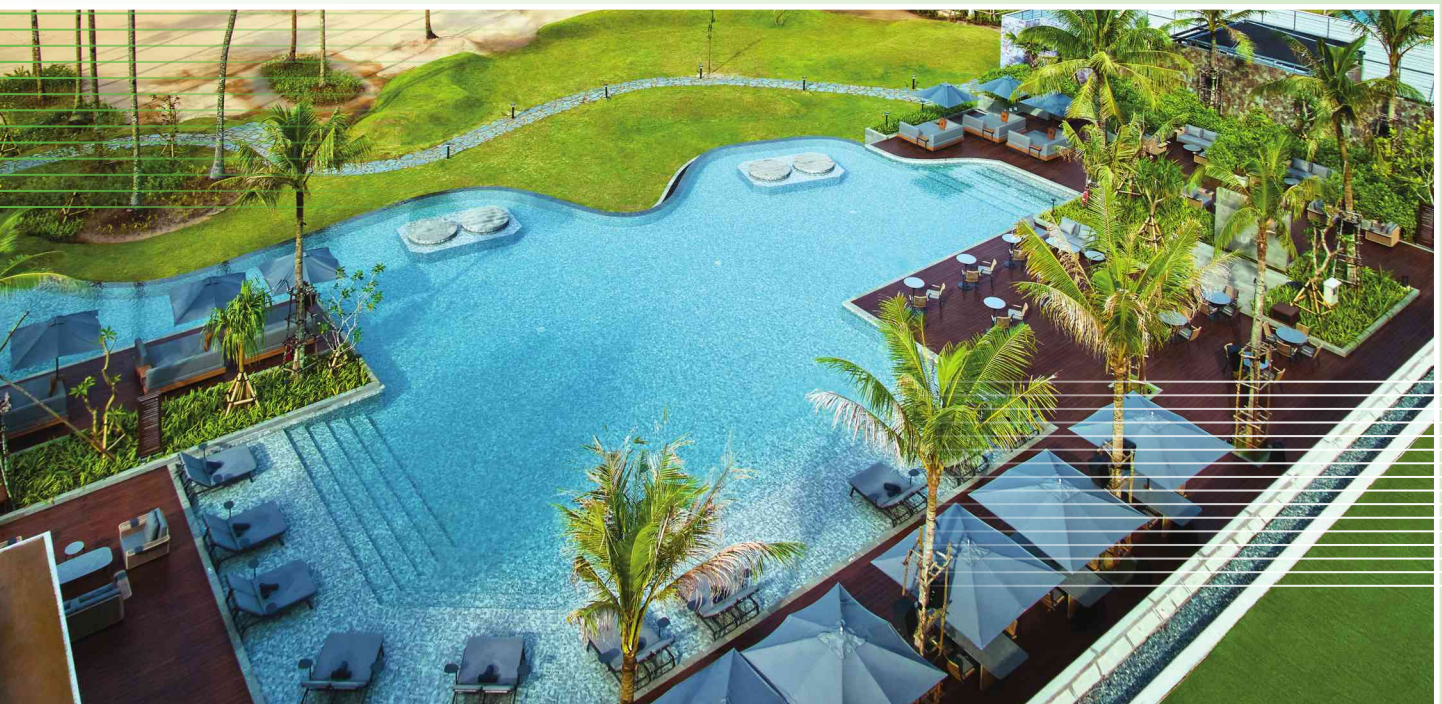
These favourable conditions present significant growth opportunities for the Group, whose primary operations are in Indonesia. As the Indonesian economy strengthens, driven by government-led infrastructure projects and increasing foreign investments, the Group benefits from growing demand for commercial and industrial properties and utilities. The Group's focus on sustainability and green energy aligns with Indonesia's long-term development goals, particularly in renewable energy and eco-friendly projects. Furthermore, the rising tourism sector and the ongoing recovery of consumer spending offer exciting prospects for Bintan Resort. With Indonesia's evolving economic landscape, the Group is well-positioned to leverage these opportunities, ensuring long-term success for the Group.

FINANCIAL HIGHLIGHTS

In FY2024, the Group's revenue increased by 4.5% or S\$8.2 million, from S\$182.7 million to S\$190.9 million. However, the net loss attributable to owners of the Company has widened from S\$14.8 million to S\$46.7 million, primarily due to foreign exchange losses, higher interest expenses, which included a one-time non-cash write-off of S\$8.4 million unamortised transaction costs from the previous loan, and significant lower profit contribution from associate companies.

On a positive note, the Group's operating profit grew by 33%, driven by strong performance in its core segments, namely the Industrial Parks and Utilities. With ongoing expansion in the Group's key segments, the Group remains confident in its path to profitability in the near future.

The Group's net asset value per share for FY2024 was 12.41 cents, compared to 13.56 cents for FY2023. The Group's basic and diluted loss per share was 0.86 cents in FY2024, compared to 0.27 cents in FY2023.



BUSINESS REVIEW

KEY BUSINESS SEGMENTS

INDUSTRIAL PARKS

The Group's industrial park segment experienced strong growth in 2024, marked by significant expansion in lettable areas and consistently high occupancy rates. This strong performance translated into a revenue increase of 4.7%, alongside an improvement in gross profit margins. Looking ahead, 2025 is expected to deliver even stronger results, as several tenants have taken possession of the factory units and commenced operations between late 2024 and early 2025. The Group will continue to benefit from increased rental-related income and utilities-related revenue as and when the tenants commence operations in our Industrial Parks.

The pipeline for new industrial space remains strong, supported by the ongoing diversification of supply chains in the region. The Group is ready to embark on the next expansion phase to meet this growing demand, utilising recently acquired industrial land to expand its industrial footprint further.

Given its strong performance and growth, the industrial park segment continues to be the leading contributor to the Group's success, reinforcing its position as a key driver of long-term value creation.



(i) Batamindo Industrial Park ("BIP") (Batam)

In 2024, BIP achieved a significant expansion with the completion of 12 new factories, adding a total of 116,400 sqm of lettable factory space. This includes a customised 84,000 sqm factory catering to specific tenant requirements. The park maintains a near 100% occupancy rate, supported by a healthy rental yield. Growth was driven by the expansion of existing tenants and the arrival of new tenants, reflecting sustained demand for high-quality industrial space and services.

Notably, BIP witnessed a rising number of new tenants from the Greater China region as companies sought to diversify their supply chains within the region. This trend underscores the park's standing as a preferred hub for manufacturers adapting to evolving global trade dynamics. With its expanded capacity, strong occupancy, and increasing interest from international businesses, BIP remains a key player in Batam's industrial growth.



BUSINESS REVIEW

(ii) Bintan Industrial Estate (“BIE”) (Bintan)

BIE has shown notable improvement, with occupancy increasing from 72% to 77%. This growth has been driven by expansion from existing tenants and the addition of new tenants, with 8,000 sqm in new leases entered during the year.

The Group is currently in discussions with several potential tenants who are considering setting up production facilities in the park as part of their strategies to diversify their regional supply chains. BIE will also benefit once Bintan Offshore Marine Center expands into decommissioning and related offshore marine projects. Looking ahead, we will continue collaborating with local and international trade agencies to actively promote BIE, attract additional tenants, and drive further growth for the park.

UTILITIES

The utilities consumption and revenue for the industrial parks and Bintan Resort grew in FY2024, increasing by 2.8% and 3.6%, respectively. This growth was in tandem with increased industrial occupancy, new hotels opening, and a surge in tourism-related activities. To accommodate the increased demand from these developments, the Group has expanded its installed capacity during the year, ensuring sufficient supply to meet the growing consumption from new industrial leases.

As part of its sustainability initiative to provide renewable energy to its customers, the Group has completed the first two key initiatives. These include a 7.4 MWp solar panel installation on the factory rooftops at Batamindo Industrial Park and a 10.0 MWp floating solar system at Bintan Resort, both of which commenced operations in 2024. These renewable energy projects are expected to contribute to the Group's sustainability by supplying clean energy to its customers.

The Group remains committed to finding new approaches to providing renewable energy to its customers, aligning with its ongoing efforts to reduce carbon emissions and promote sustainability. This segment is poised to significantly contribute to the Group's profitability, driven by continued expansion in the industrial parks, new hotel openings, ongoing resort development, and tourism-related activities at Bintan Resorts.

PROPERTY DEVELOPMENT

The Property segment recorded land sales of S\$1.7 million in FY2024. While modest, this marks a promising start, and the Group remains optimistic that it will generate a positive roll-over impact in the coming years. In the meantime, the segment continues to focus on several key development projects, including a solar power plant, sustainable greenhouse farming, an international school, new hotels, commercial and retail complexes, convention centres, and the new Kepri Bay development. These projects are expected to significantly shape the segment's future and drive long-term growth for the Group.

The Group is actively exploring strategies to unlock value from its substantial landbank. With Indonesia's improving tourism landscape, the Group anticipates that tourism investments will drive increased land sales in the near future. Additionally, Plaza Lagoi, a premier one-stop shopping destination developed by the Group in the heart of Lagoi Bay, is quickly becoming a vibrant hub for dining and retail experiences. In 2024, the mall introduced several new offerings, further expanding its dining and retail shopping options. Notably, one of Singapore's leading retailers has leased space in the mall, enhancing the variety and selection available to shoppers in future.

With these ongoing developments, the Property segment is well-positioned for growth and long-term success.

RESORT OPERATION

In 2024, the resort segment experienced modest growth in tourist arrivals, increasing from 510,000 in 2023 to 512,000 in 2024. While the development was positive, it fell short of the Group's expectations. Regional factors contributed to this outcome, including neighbouring countries waiving visa requirements, which made their destinations more attractive to travellers and created additional competition for Bintan resorts. Additionally, with a stronger Singapore dollar, Singaporeans, traditionally our main source of tourist arrivals, have opted to travel farther afield.

On a positive note, tourist arrivals from China have surged by 35%, and the Group is optimistic that arrivals from China will continue to grow as Chinese travellers have resumed overseas travel for holidays. The group is implementing several initiatives to increase tourist arrivals and engagement with its resort offerings.

BUSINESS REVIEW

- (i) **Event and Sports Tourism:** In 2025, the Group plans to launch a year-round calendar of events and sports tourism activities to attract international and local visitors. Highlights include large-scale festivals, parties, triathlons, marathons, and golf competitions. The aim is to establish the resort as a premier destination for relaxation and high-energy events, boosting tourist arrivals and enhancing its reputation as a vibrant hub of activity.
- (ii) **New Hospitality Developments to Enhance Visitor Experience:** The Group is committed to enhancing its resort offerings by attracting new hotels that will provide fresh and unique experiences for visitors. The openings of Four Points by Sheraton Bintan, Holiday Inn Resort Bintan, and Hotel Indigo Bintan Lagoi Beach will introduce a new dimension to the resort. The Group is excited to welcome the opening of Mövenpick Hotel in Q3/Q4 2025, which will further elevate the appeal of Bintan Resorts.
- (iii) **Enhanced Accessibility:** While the Bintan International Airport remains some time away, the Group is taking immediate action to improve connectivity by launching a direct ferry route between Johor Bahru, Malaysia, and Bintan Resorts. This new route is designed to enhance accessibility, shorten travel times, and strengthen Bintan's position as a premier international tourist destination. The initiative is expected to boost tourism traffic to Bintan, aligning with the tourism growth objectives of both Indonesia and Malaysia.
- (iv) **Expanding Attractions and Amenities:** To keep the resort vibrant and appealing, the Group is introducing new attractions, including go-karting, new sports facilities, and an international school, which will contribute to the growth of residential communities. Yacht activities will soon be available, offering luxury experiences between Singapore and Bintan Resort and destinations around Bintan Resort. These initiatives aim to attract both short-term and long-term visitors, enhancing the resort's overall appeal.

The Indonesian government recently announced a visa waiver for foreign nationals with permanent residency in Singapore and reduced visa-on-arrival fees for certain nationalities, which is expected to significantly boost tourist arrivals. The Group continues to expand its resort segment through investment and innovation, diversifying offerings, improving accessibility, and enhancing visitors' experiences to drive tourism growth and long-term success.

STRATEGIC INVESTMENT

AUTOMOTIVE

PT IMAS reported a net profit after tax and minority interest of S\$19.6 million, a decline from S\$55.3 million in the previous year. The decrease was primarily due to lower truck and heavy-duty equipment sales revenue, higher interest expenses, foreign exchange losses, and increased taxation. Rising interest rates, currency depreciation, and political uncertainty in the election of a new administration contributed to weaker consumer sentiment.

The Group's share of PT IMAS's result was a profit of S\$0.9 million as the group did not recognise PT IMAS's fair value gain on investment properties due to the differences in accounting policies. On a positive note, PT IMAS's other automotive-related revenue grew by 3.4%, reflecting PT IMAS's efforts to diversify its portfolio and expand its presence in the automotive-related segment.

To strengthen its position, PT IMAS continues diversifying across multiple automotive brands and expanding its electric vehicle (EV) partnerships. Key developments in 2024 include:

- (i) **Strategic Partnership with FOTON Motor:** PT IMAS became FOTON's official distributor and manufacturer in Indonesia, assembling and selling FOTON's commercial vehicles and EVs. A joint venture will be established to develop an EV manufacturing base in Indonesia, supporting ASEAN-wide expansion.
- (ii) **Citroën EV Assembly in Indonesia:** PT IMAS will begin local assembly of Citroën's EVs, strengthening its footprint in the growing Indonesian EV market.
- (iii) **Strategic Partnership with GAC Aion:** PT IMAS partnered with GAC Aion New Energy Automobile Co., Ltd. to distribute EVs in Indonesia, launching the Y Plus and Hyper HT models.
- (iv) **Expansion into Maxus Commercial Vehicles:** PT IMAS signed a distribution agreement with SAIC Maxus Automotive Co., Ltd., expanding its commercial vehicle portfolio.
- (v) **Volvo Trucks' First European-Made EV Truck in Indonesia:** PT IMAS introduced Indonesia's first European-made electric truck at the 2024 Indonesia Mining Expo, collaborating with leading logistics companies for fleet integration.

BUSINESS REVIEW

(vi) **Collaboration with PLN Icon Plus on EV Adoption:**

PT IMAS signed an MoU with PLN Icon Plus to accelerate EV adoption in Indonesia, supplying EVs to support the country's transition to sustainable mobility.

(vii) **Launch of Stellantis Brand House:** PT IMAS unveiled the 'Stellantis Brand House', integrating multiple Stellantis brands, including Jeep, under one dealership concept. Operations begin in 2025.

The Group remains confident that PT IMAS's strategic EV expansion, manufacturing, and partnership initiatives will drive long-term growth and profitability. With infrastructure development in Indonesia expected to accelerate, demand for trucks and heavy-duty equipment is anticipated to rebound. Furthermore, PT IMAS holds valuable investments and assets with significant unrealised potential, positioning the company to capture future growth and enhance shareholder returns.

OFFSHORE MARINE

BOMC contributed a profit of S\$0.5 million to the Group for FY2024, comparable to FY2023. The Group anticipates higher contributions in the coming years, with several key projects in storage, decommissioning, and renewables currently in progress. In 2024, BOMC completed multiple vessel repairs and marine infrastructure projects without any accidents, upholding high standards of workmanship and reinforcing its commitment to safety and quality. The Group remains confident that its investment in BOMC will continue to generate positive returns and contribute meaningfully to the Group's bottom line.

LOGISTICS

In 2024, the Group acquired a 40% stake in Regent, a leading integrated logistics solution provider that optimises efficiency and cost. With a modern fleet and a strong global network, Regent provides reliable, seamless deliveries. Its tailored strategies and innovative supply chain solutions drive performance and success, helping its clients easily navigate complex logistics. The acquisition aligns with the Group's strategy to expand its portfolio within industry park-related businesses. This investment enables the Group and Regent to enhance logistics solutions for the Group's tenants in Batam and Bintan, supporting their operations and future expansion.



Further strengthening its presence in the logistics sector, Regent acquired Batamindo Shipping & Warehousing Pte Ltd ("**BSW**") in December 2024. BSW is a regional logistics provider established in 1990 to serve manufacturers in the Riau Islands' industrial parks, including Batam and Bintan.



BUSINESS REVIEW

RENEWABLE ENERGY

PMSE is a joint venture with PacificLight and Medco Power to develop a solar PV project ("**Project**") on Bulan Island that will supply renewable electricity exclusively to Singapore. PMSE is still obtaining all the relevant licenses and regulatory approvals and expects operations to commence in 2028. Once the project begins operations, PMSE is poised to contribute positively to the Group's performance.

OUTLOOK AND FORGING AHEAD

Amid global economic uncertainties, we remain focused on advancing our core businesses in Batam and Bintan. Our growth strategy includes expanding industrial parks to meet evolving demand, accelerating renewable energy initiatives, enhancing tourism and investment in Bintan Resorts, and strengthening our capital structure for financial resilience. By leveraging our expertise and resilience, we can adapt to changing market conditions and drive long-term, sustainable value for our stakeholders.



FINANCIAL HIGHLIGHTS

	FY2024	FY2023
INCOME STATEMENT (IN S\$ MILLION)		
Revenue	190.9	182.7
Gross profit	74.9	67.5
Earnings before interest, tax, depreciation and amortisation (EBITDA)	45.7	68.0
(Loss)/profit before taxation	(32.4)	2.2
Loss attributable to owners of the Company	(46.7)	(14.8)
STATEMENT OF FINANCIAL POSITION (IN S\$ MILLION)		
Total assets	1,467.0	1,399.5
Total liabilities	779.8	651.8
Total equity	687.2	747.7
Equity attributable to owners of the Company	678.0	740.8
Total debt	514.7	392.9
Total cash and cash equivalents	117.8	109.1
SEGMENT (IN S\$ MILLION)		
Revenue		
– Industrial Parks	49.3	47.1
– Utilities	114.2	110.3
– Resorts	25.7	25.3
– Property Developments	1.7	n.m ⁽¹⁾
EBITDA		
– Industrial Parks	31.4	29.8
– Utilities	45.9	46.9
– Resorts	1.2	1.5
– Property Developments	(12.8)	(15.4)
– Corporate	(20.0)	5.2
PER SHARE DATA (IN CENTS)		
Loss per share	0.86	0.27
Net asset value per share	12.41	13.56
OTHER FINANCIAL INFORMATION		
Current ratio (no. of times)	3.9	3.5
EBITDA margin	23.9%	37.2%
Return of equity	-6.9%	-2.0%
Return of assets	-3.2%	-1.1%
Gross debt to equity ratio (no. of times)	0.7	0.5
Net debt to equity ratio (no. of times)	0.6	0.4

⁽¹⁾ "n.m" denotes not meaningful

FINANCIAL REVIEW

GROUP FINANCIAL PERFORMANCE

The Group's revenue was S\$190.9 million, 4.5% higher than FY2023's S\$182.7 million. This increase was mainly due to higher revenue from the industrial park and utilities segments, driven by higher industrial leases, new hotel openings, and tourism-related activities in Bintan Resort. The property development segment also contributed S\$1.7 million to the increase.

While the Group's cost of sales increased along with higher revenue, the increase was marginal from S\$115.2 million in FY2023 to S\$116.0 million in FY2024 due to lower depreciation expenses. The Group's cost of sales to revenue ratio was 0.61 in FY2024, comparable to 0.63 in the corresponding year. The Group's gross profit increased from S\$67.5 million in FY2023 to S\$74.9 million in FY2024.

The Group's "other (expenses)/income" was S\$6.9 million expenses compared to S\$13.8 million income in FY2023. This was mainly due to the foreign exchange loss of S\$11.5 million in FY2024 compared to the gain of S\$11.3 million in FY2023. The foreign exchange loss was mainly due to the repayment of the Group's previous US Dollar-denominated borrowings when the US Dollar appreciated against the Singapore Dollar at the time of repayment and the accounting for unrealised foreign exchange translation losses due to the strengthening of the US Dollar.

The Group's "general and administrative expenses" were S\$20.4 million, compared to FY2023's S\$21.9 million. This was mainly due to lower manpower-related costs and business development expenses.

The Group's share of profit from its associate companies decreased from S\$7.8 million in FY2023 to S\$0.8 million, mainly due:

- 1) PT IMAS reported a lower profit of S\$19.6 million in FY2024 compared to S\$55.3 million in FY2023 due to:
 - (i) Gross profit decreased by S\$15.1 million as revenue declined by S\$80.8 million from S\$2,550.7 million in FY2023 to FY2024's S\$2,469.9 million, mainly due to lower truck and heavy-duty equipment sales;
 - (ii) Financing costs increased by S\$18.8 million from FY2023's S\$189.7 million to FY2024's S\$208.5 million, mainly due to higher external bank borrowing interest rates;
 - (iii) Higher foreign exchange loss of S\$8.2 million in FY2024 compared to S\$4.1 million in FY2023; and
 - (iv) Higher tax expenses due to the reversal of deferred tax assets following the expiration of certain tax losses.

As the Group did not account for PT IMAS's fair value gain on its investment properties, due to adoption of cost method instead of fair value method for measuring them, the Group's share of profit from PT IMAS was S\$0.9 million compared to S\$7.2 million, a treatment that is consistent with the previous year.

- 2) Adjustment to the share of its associate's results to account for unrealised intragroup profit from transactions with the Group's associate company.

The Group's "finance costs" were S\$50.5 million, higher than FY2023's S\$37.5 million. This was mainly due to the higher external bank borrowings interest rates and a one-time non-cash write-off of S\$8.4 million on the remaining unamortised transaction costs incurred from the previous borrowings due to refinancing.

The Group's net loss attributable to owners of the Company was S\$46.7 million, compared to FY2023's S\$14.8 million.

Despite improved operational performance, the Group's EBITDA declined from S\$68.0 million in FY2023 to S\$45.7 million in FY2024, primarily due to a foreign exchange loss and a lower share of profit from its associate companies in FY2024. Excluding these impacts, EBITDA would have been higher by S\$6.8 million in FY2024.

The Group's basic and diluted net loss per share was 0.86 cents for the year under review.

SEGMENTAL FINANCIAL PERFORMANCE

INDUSTRIAL PARKS

Revenue increased from S\$47.1 million in FY2023 to S\$49.3 million. Higher revenue was mainly due to higher industrial leases and related income driven by increased occupancy and lettable space. Despite a S\$2.2 million increase in revenue, the net profit increased marginally by S\$0.4 million due to higher financing costs and a foreign exchange loss of S\$0.5 million in FY2024 compared to a foreign exchange gain of S\$0.5 million in FY2023. EBITDA contribution was S\$31.4 million compared to S\$29.8 million in FY2023.

UTILITIES

Revenue increased by S\$3.9 million, from S\$110.3 million in FY2023 to S\$114.2 million in FY2024, mainly due to higher utility consumption in industrial parks, driven by increased industrial leases, new hotel openings and tourism-related activities in Bintan Resort. However, net profit declined from S\$18.6 million in FY2023 to S\$14.8 million in FY2024, primarily due to higher repair and maintenance expenses, increased financing costs, and a foreign exchange loss of S\$1.5 million in FY2024, compared to a foreign exchange gain of S\$1.2 million in FY2023. EBITDA contribution stood at S\$45.9 million, lower than FY2023's S\$46.9 million.

FINANCIAL REVIEW

PROPERTY DEVELOPMENT

The segment reported a lower net loss of S\$16.2 million in FY2024, compared to S\$18.9 million in FY2023, mainly due to land sales of S\$1.7 million and lower operating expenses. EBITDA contribution was a loss of S\$12.8 million, an improvement from a loss of S\$15.4 million in FY2023.

RESORT OPERATIONS

Revenue increased marginally by S\$0.4 million, driven by higher international tourist arrivals and passenger load, but this was offset by weaker performance from the Group's villa operations. Net loss decreased from S\$3.4 million in FY2023 to S\$2.7 million in FY2024, which was in line with higher revenue and lower financing and tax expenses but partially offset by higher manpower-related and marketing-related costs. EBITDA contribution was S\$1.2 million compared to S\$1.5 million in FY2023.

FINANCIAL POSITION

As of 31 December 2024, the Group's total assets were S\$1,467.0 million, compared to S\$1,399.5 million at the end of the previous year.

The Group's intangible assets increased by S\$2.9 million due to the acquisition of telecommunication software and systems. Investment properties increased by S\$47.7 million due to capital expenditures on constructing new industrial buildings and related infrastructure, partially offset by depreciation. The Group's right-of-use assets and property, plant, and equipment decreased by S\$12.0 million, mainly due to depreciation.

The Group's associates increased by S\$2.5 million due to a new investment of S\$16.0 million during the year. However, this increase was offset by a transaction loss of S\$11.4 million resulting from the translation of PT IMAS's financials from the Indonesian Rupiah to the Singapore Dollar, as the Indonesian Rupiah weakened as of 31 December 2024.

The Group's trade receivables increased by S\$0.3 million, which aligns with higher revenue. Other receivables increased by S\$11.4 million, mainly due to the advances paid to contractors for the construction of new industrial factories, the development of infrastructure, the construction of resort-related facilities, the development of a Solar PV system, and a temporary bridging loan extended to an associate company.

The Group's other non-current assets increased by S\$3.6 million, mainly due to advance payment for utilities development but partially offset by the realisation of prepaid taxes.

As of 31 December 2024, the Group's total liabilities were S\$779.8 million, compared to S\$651.8 million at the end of the previous year. The Group's borrowings increased by S\$125.9 million, mainly due to increased bank borrowings to finance the Group's capital expenditures, investments, and working capital.

The Group's trade and other payables increased by S\$3.7 million, mainly due to contractors and suppliers working on constructing new factories in the Group's industrial parks and the ongoing development in Bintan Resorts.

The Group's lease liabilities decreased by S\$4.1 million, mainly due to the payment of the principal portion of the lease liabilities. The Group's other non-current liabilities increased by S\$6.4 million, mainly due to the increased rental and electricity deposits from the industrial park tenants for the new factories.

The Group's contract liabilities decreased by S\$0.7 million, mainly due to the recognition of rental revenue received in advance from the industrial park tenants and the travel agents for tour packages to Bintan Resorts.

The Group's Net Asset Value ("NAV") per share as of 31 December 2024 was 12.41 cents.



FINANCIAL REVIEW

CASH FLOWS

For the year under review, net cash outflow from operating activities was S\$39.4 million compared to S\$22.2 million generated from the previous year. The net cash outflow in operating activities was due to the payment of income tax and interest amounting to S\$49.1 million in the current year.

The Group's net cash outflow from investing activities was S\$81.7 million, compared to S\$50.9 million in the previous year. This was mainly due to increased capital expenditure on building new factories in our Industrial Parks and new investments.

The Group's net cash inflow of S\$128.2 million from financing activities compared to S\$7.3 million in the previous year. The net cash inflow in the current year was mainly due to the utilisation of the Group's new banking facilities obtained during the year but offset by the repayment of previous borrowings and payment of the principal portion of the lease liabilities.

As of 31 December 2024, the Group's cash and cash equivalents in the cash flow statement were S\$97.7 million compared with S\$90.6 million as of 31 December 2023.

LIQUIDITY AND FINANCIAL RESOURCES

For the financial year ended 31 December 2024, the Group's working capital was mainly financed by internal resources generated from the operation, whilst the Group's capital expenditure in relation to the construction of new factories, expansion of the industrial parks and new investment was financed by advance lease payments from the tenants and bank borrowings. As of 31 December 2024, the cash and cash equivalents in the statement of financial position were S\$117.8 million, which increased by 8% compared to S\$109.1 million as of 31 December 2023. The Group's current ratio was approximately 3.9 times (31 December 2023 – 3.5 times).

As of 31 December 2024, the Group's borrowings were S\$508.3 million. Borrowings due within one year were S\$47.1 million, and borrowings due after one year were S\$461.2 million. Of S\$47.1 in borrowings due within one year, S\$13 million comprises the banks' Revolving Credit Facilities (RCF). These facilities allow the Group to renew or extend, effectively deferring the need for immediate repayment within the next 12 months.

The Group's borrowings were denominated in Singapore and United States dollars, with interest rates ranging from 2.76% to 8.82%. The Group's total debts, including lease liabilities, were S\$514.7 million (31 December 2023 – S\$392.9 million). As of 31 December 2024, the Group's gearing ratio was 0.7 times (31 December 2023 – 0.5 times, which was calculated on the Group's total debts to total equity). The increase was primarily due to increased bank borrowings to finance the capital expenditure and investment.





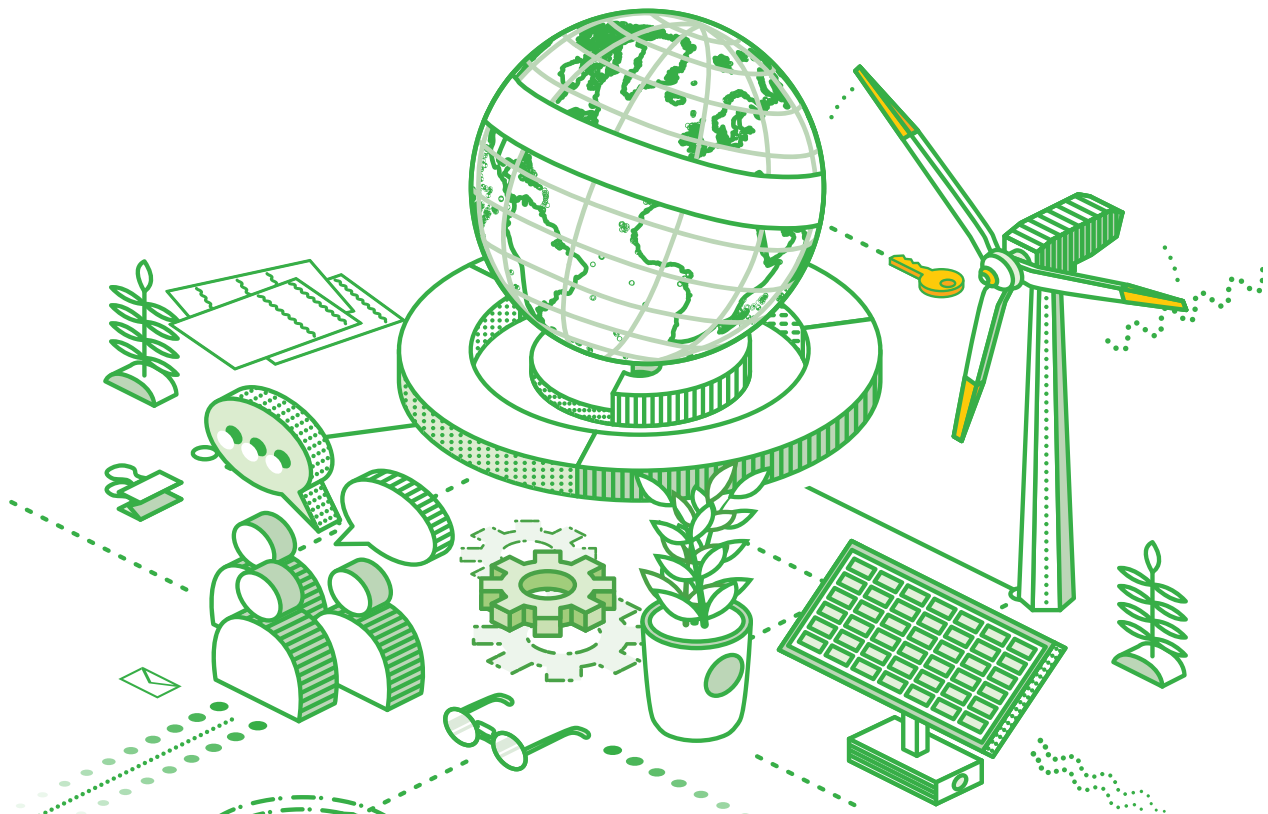
SUSTAINABILITY REPORT 2024



SUSTAINABILITY REPORT

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SUSTAINABILITY REPORT

BOARD SUSTAINABILITY STATEMENT

GRI 2-22

At Gallant Venture Ltd., we recognise that sustainability plays an important role in creating long-term value for our stakeholders. As an investment holding company with a portfolio across Indonesia, we are committed to considering environmental, social, and governance (“ESG”) factors in our business strategy, risk management, and decision-making processes.

The Board of Directors (“Board”) provides oversight on sustainability matters, ensuring our approach aligns with industry expectations and regulatory requirements. We strive to uphold high standards of corporate governance, transparency, and ethical conduct to foster stakeholder trust. The Board, supported by the Sustainability Reporting Committee (“SRC”), holds overall responsibility for overseeing how ESG issues are identified based on their significance to the Group’s businesses and key stakeholders. Additionally, the SRC manages the related risks and opportunities, ensuring a structured and proactive approach to sustainability governance.

As part of the Group’s ongoing initiatives to combat climate challenges, we have successfully completed one of the renewable energy initiatives in 2024. These include a 7.4 MWp solar panel installation on factory rooftops at Batamindo Industrial Park and a 10.0 MWp floating solar system at Bintan Resort, both of which commenced operations this year. These projects are expected to support the Group’s sustainability efforts by providing clean energy to our customers. In addition, we are also replacing our old ferry fleet with more fuel-efficient vessels to reduce emissions and further support our sustainability efforts.

Beyond environmental initiatives, we remain dedicated to fostering an inclusive workplace and supporting the communities where we operate. Our efforts in employee well-being, diversity, and capacity-building help ensure a resilient workforce for the future.

Looking ahead, the Board remains dedicated to embedding sustainability across our operations and collaborating closely with our stakeholders. We will continue to enhance our ESG initiatives and proactively adapt to evolving global trends, reinforcing our commitment to sustainable growth and responsible business practices.

The Board of Directors

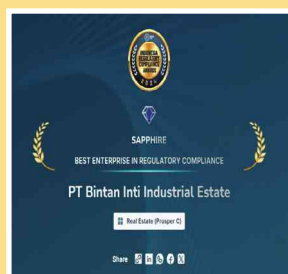
Gallant Venture Ltd.

AWARDS AND RECOGNITION

We are proud to highlight the key awards we received this year, celebrating our operational and sustainability performance excellence. These achievements were made possible through the invaluable support of our stakeholders and customers.



Zero Accident Award



Best Enterprise in Regulatory Compliance (Sapphire) Category



Customer Review Awards 2024



Outstanding Contribution to Search and Rescue Efforts



Top 3 Best Halal Industrial Estate Awards 2024

In addition, our Batamindo Industrial Park has received the BLUE rating for Program Penilaian Peringkat Kinerja Perusahaan (PROPER), an environmental assessment initiative by the Indonesian Ministry of Environment and Forestry that evaluates companies based on their environmental compliance and performance.

SUSTAINABILITY REPORT

ABOUT THIS REPORT

GRI 2-3, 2-4, 2-5

Gallant Venture Ltd. (“GV” or the “Group”, “we”, “our”) publishes an annual sustainability report to share our approach, performance, and progress on ESG matters. This is our eighth consecutive sustainability report (“SR2024”), covering the reporting period from 1 January 2024 to 31 December 2024, in alignment with the Group’s financial year for 2024 (“FY2024”).

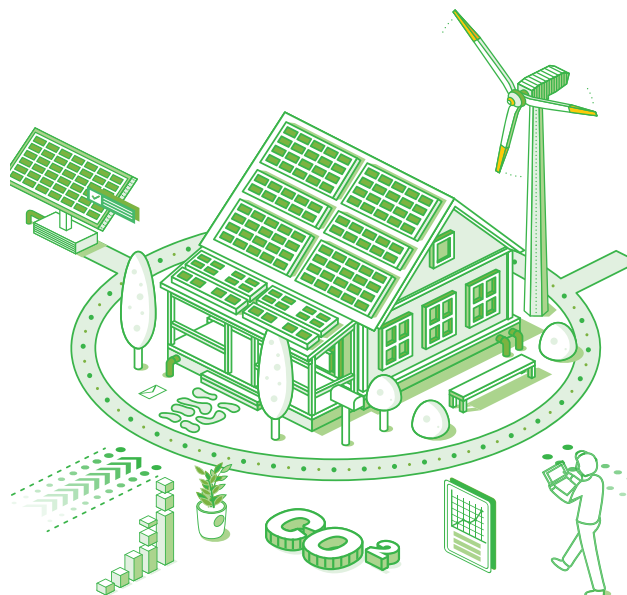
This report is available on our corporate website at www.gallantventure.com and should be read alongside our Annual Report for FY2024, which details our business operations and financial performance. While this report has not been subject to external independent assurance, our internal auditor reviews the sustainability reporting process on a yearly basis. No information in this report has been restated. This report was published on 11 April 2025.

REPORTING FRAMEWORK

This report has been prepared with reference to the Global Reporting Initiative Sustainability Reporting Standards (“GRI Standards”), a globally recognised sustainability reporting framework. A complete list of GRI disclosures can be found in the GRI Content Index on page 63 to 65.

We also align with the Singapore Exchange (“SGX”) Listing Rules 711A, 711B, and Practice Note 7.6 Sustainability Reporting Guide. In compliance with SGX’s requirement for climate-related disclosures, we follow the recommendations of the Task Force on Climate-related Financial Disclosures (“TCFD”), with details available on page 55 to 63. Additionally, we support the United Nations Sustainable Development Goals (“UN SDGs”) and have mapped our sustainability efforts to the relevant SDGs on page 40.

The Group is beginning to prepare for the adoption of the International Sustainability Standards Board’s (“ISSB”) International Financial Reporting Standards (“IFRS”) S2 on Climate-related Disclosures. This preparation is in line with the upcoming Listing Rule requirements, ensuring that our reporting remains transparent and compliant with evolving regulatory expectations.



REPORTING SCOPE AND BOUNDARIES

GRI 2-2

This report covers the Group’s subsidiaries, excluding associate companies and joint ventures where the Group lacks management and/or operational control. The entities included in this report align with those disclosed in GV’s financial statements. Our sustainability reporting covers subsidiaries in the following segments:

- Industrial Parks
- Utilities
- Resort Operations
- Property Development
- Corporate

We aim to provide a transparent and comprehensive view of our sustainability impact, helping stakeholders make more informed decisions based on our broader operations and performance.

FEEDBACK

GRI 2-3

We value feedback as part of our commitment to improving sustainability practices, performance, and reporting. For any comments or suggestions, please email us at gallant@gallantventure.com.

SUSTAINABILITY REPORT

ABOUT GALLANT VENTURE

OVERVIEW

GRI 2-1

Gallant Venture Ltd. is a Singapore-listed investment holding company with a strong focus on Indonesia, particularly in the Batam and Bintan regions. With our headquarters in Singapore, we are strategically positioned to capitalise on the economic relationship between Singapore and Indonesia. Our proximity to Singapore enables us to leverage cross-border opportunities and drive sustainable business growth.

Vision and Mission

We are dedicated to driving growth and delivering long-term value to our stakeholders by embedding sustainability into every aspect of our business. Our approach aims to achieve financial success while positively impacting both the environment and society.

CORE BUSINESS

GRI 2-6

The Group's core business segments include Utilities, Industrial Parks, Property Development, and Resort Operations. Through its associate companies, PT Indomobil Sukses International Tbk, BOMC Pte Ltd, Regent Group Pte Ltd and Pacific Medco Solar Energy Pte Ltd, the Group has a presence in the automotive, offshore marine, logistics, and renewable energy industries.

SUPPLY CHAIN

GRI 2-6

Our supply chain includes suppliers from Singapore, Indonesia, Malaysia, and the United Kingdom, with a significant portion based in Indonesia, where our core operations are located. We aim to prioritise sourcing from

local suppliers whenever it is feasible to strengthen supply chain resilience, support regional economies, and build community relationships.

As part of our focus on sustainability, we consider factors beyond operational efficiency when selecting suppliers. We seek partners who demonstrate environmental responsibility, fair labour practices, and good corporate governance.

This approach helps ensure that our supply chain supports sustainable development, social well-being, and ethical business practices.

MEMBERSHIPS AND ASSOCIATIONS

GRI 2-28

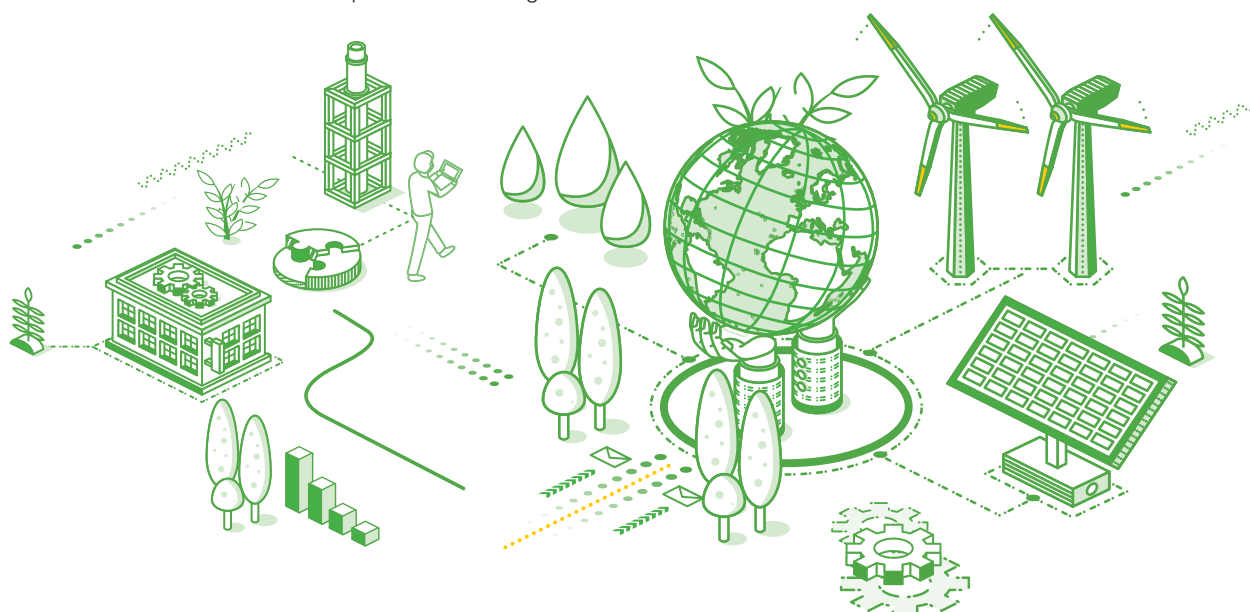
We are active members of various industry associations, allowing us to engage in networking, advocacy, and knowledge-sharing while accessing industry insights and resources.

Indonesia

- The Indonesia Employers Association
- The Indonesian Chamber of Commerce and Industry
- Indonesian Industrial Estates Association
- The Indonesian Hotels and Restaurants Association
- The Indonesia Internet Service Provider Association
- The Assessment Institute for Foods, Drugs and Cosmetics, the Indonesian Council of Ulama (LPPOM MUI)

Singapore

- American Chamber of Commerce in Singapore
- The Singaporean-German Chamber of Industry and Commerce
- The Singapore Business Federation
- Singapore National Employers Federation



SUSTAINABILITY REPORT

SUSTAINABILITY MANAGEMENT

SUSTAINABILITY GOVERNANCE STRUCTURE

GRI 2-9, 2-12, 2-13, 2-14

The Group has a structured governance framework in place to address sustainability-related matters, involving the Board, the Sustainability Reporting Committee ("**SRC**"), and the Management team. This framework helps streamline decision-making and ensures appropriate authority and accountability in tackling sustainability challenges.

GV's Board and Management integrate sustainability considerations into the Group's operations and strategic planning, identifying material ESG factors and establishing monitoring systems to track progress and foster ongoing improvement. The SRC oversees and monitors the Group's sustainability performance and initiatives, supporting the reporting and disclosure of relevant data. They also keep the Board informed of any significant risks, including those related to sustainability and climate, along with appropriate mitigation plans.

The Board considers climate-related risks when making strategic decisions, especially regarding major capital expenditures. Insights gained from past climate-related events, such as flooding, have strengthened GV's approach, emphasising financially feasible and necessary initiatives.

The Board is regularly updated on climate risks and sustainability developments, with key discussions and progress shared during meetings.



Figure 1: GV's Sustainability Governance Structure

Corporate Governance

GRI 2-11, 2-17, 2-18, 2-19, 2-20

At GV, the Board values corporate governance as an essential aspect of the Group's culture. Effective governance helps promote accountability, transparency, and ethical decision-making, supporting the Group in building long-term stakeholder trust and sustainable success. For more information on the Group's corporate governance framework, policies, and practices, please refer to the Corporate Governance section on page 67 to 88 of our Annual Report 2024.

SUSTAINABILITY REPORT

Risk Management

The Board is responsible for risk governance, setting the Group's direction on risk management to safeguard its assets and shareholders' interests. The Audit and Risk Management Committee ("ARMC"), acting as the Risk Committee, assists the Board in overseeing risk governance and monitoring risks through the Group's risk management framework and internal control systems.

With support from internal and external auditors, the ARMC reviews Management's risk assessments and action plans, helps the Board define risk appetite for significant risks, and evaluates the adequacy and effectiveness of the Group's risk management and internal controls. The ARMC reports its findings and recommendations to the Board to enhance risk oversight.

The risk register, as part of the risk management process, is used to assess, monitor, and address identified risks for the Group, including ESG-related risks, and ensure that each risk is appropriately managed. We have not noted any non-compliance with all relevant laws and regulations/this reporting year.

STAKEHOLDER ENGAGEMENT

GRI 2-29

We recognise the importance of engaging with our stakeholders. We identify those with a vested interest in our business, as they can significantly influence and impact our operations and vice versa. We engage with these key stakeholders through various channels to understand their expectations and build strong relationships.

Stakeholder Group	Key Topics and Concerns	Engagement Channels	Frequency of Engagement
Shareholders/Investors			
We are committed to conducting our business in a manner that ensures sustainable growth and brings long-term value to our shareholders.	- Business and financial performance - Growth and long-term value - Ethical business practices	- Corporate website, financial reports, and Annual Reports - Annual General Meeting and/or Extraordinary General Meetings - Investor meetings, presentations and dialogues	- Annually - Half-yearly - As and when required
Suppliers			
We expect our suppliers to adhere to our policies and codes and collaborate to improve sustainability and responsible practices.	- Ethical business practices - Procurement practices - Supplier and business partner relationships	- Supplier evaluation exercises - Routine and ongoing communications	Throughout the year
Customers			
Our customers are the primary reason for our business existence. We aim to assist our customers in meeting their ESG requirements.	- Quality and safety of our services - Customer data protection and privacy	- Customer site visits - Routine and ongoing communications - Corporate events	Throughout the year
Government/Regulators			
Beyond meeting regulatory requirements, we recognise that government and regulators play crucial roles in the business environment. It is important that we build and maintain good relationships.	Compliance with relevant laws and regulations	Meetings, trainings, and seminars	As and when required

SUSTAINABILITY REPORT

Stakeholder Group	Key Topics and Concerns	Engagement Channels	Frequency of Engagement
Communities			
We are part of the communities where our activities can impact society and the environment. We will continue to improve our Corporate Social Responsibility programs to support their development and well-being.	• Community engagement • Environmental and social impact	• Corporate Social Responsibility ("CSR") activities and initiatives	• Throughout the year
Employees			
Employees are essential for the day-to-day operations and long-term success of our businesses. Their skills, motivation, and well-being directly influence productivity, innovation, and the overall organisational culture.	• Career progression • Benefits and remuneration • Fair employment practices	• Annual performance reviews • Dialogue sessions within internal departments • Company events and team bonding activities	• Annually • As and when required

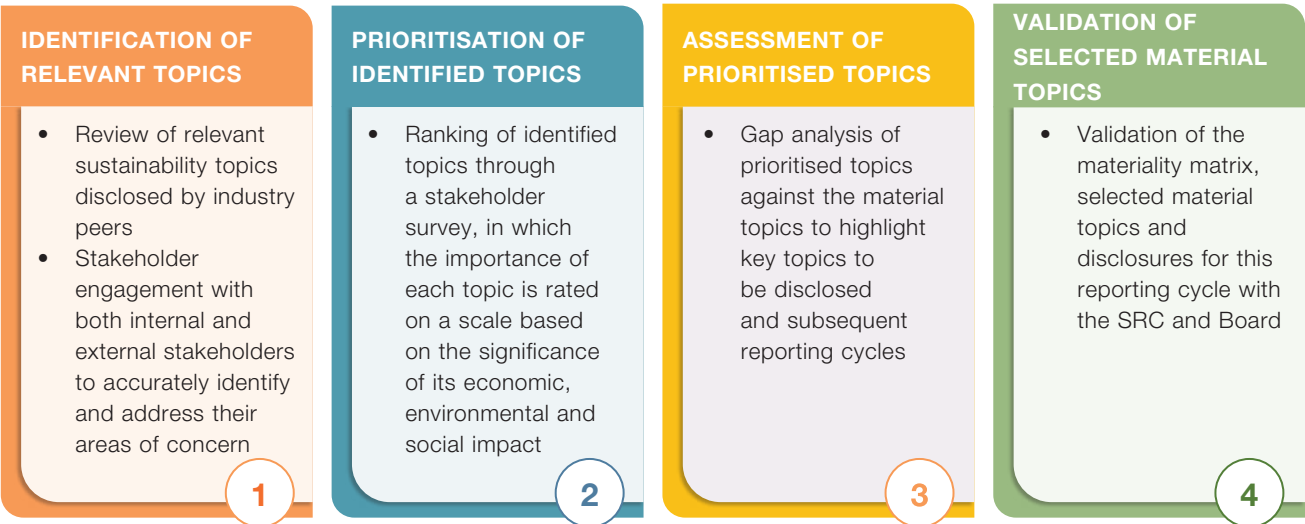
MATERIALITY ASSESSMENT

GRI 3-1, 3-2

GV identifies and assesses ESG topics with guidance from the Global Reporting Initiative ("GRI") 2021 standards, SGX Practice Note 7.6, and ESG benchmarking disclosures from industry peers. After review, no new material topics were identified in FY2024, as the topics assessed in the previous year remain aligned with the company's priorities and stakeholder concerns.

Additionally, the Group plans to further evaluate materiality from both an impact and financial perspective in the upcoming reporting cycle, in accordance with the recent SGX requirements for climate-related disclosures and alignment with IFRS S2 standards.

The Group's process to identify the ESG topics is as follows:



SUSTAINABILITY REPORT

Materiality Mapping

We categorise the identified material ESG topics relevant to our operations under three pillars: Business Foundation, Environment, and People & Community. The table below maps these material topics to the corresponding GRI disclosures and key stakeholders.

Pillar	Material Topic	GRI Disclosure	Stakeholders
Business Foundation	Economic Performance	GRI 201: Economic Performance GRI 201-1: Direct economic value generated and distributed	Shareholders Employees
	Anti-Corruption	GRI 205: Anti-corruption - GRI 205-2: Communication and training about anti-corruption policies and procedures - GRI 205-3: Confirmed incidents of corruption and actions taken	Shareholders Government/ Regulators
Environment	Energy	GRI 302: Energy - GRI 302-1: Energy consumption within the organisation - GRI 302-3: Energy intensity	Shareholders Government/ Regulators
	Emissions	GRI 305: Emissions - GRI 305-1: Direct (Scope 1) GHG emissions - GRI 305-2: Energy indirect (Scope 2) GHG emissions - GRI 305-4: GHG emissions intensity	Shareholders Government/ Regulators
	Sustainable Sourcing	GRI 308: Supplier Environmental Assessment GRI 308-1: New suppliers that were screened using environmental criteria	Suppliers Communities
People and Community	Human Capital and Diversity	GRI 401: Employment - GRI 401-1: New employee hires and employee turnover GRI 405: Diversity and Equal Opportunity - GRI 405-1: Diversity of governance body and employees	Employees
	Training and Education	GRI 404: Training and Education GRI 404-1: Average hours of training per year per employee	Employees
	Health and Safety	GRI 403: Occupational Health and Safety - GRI 403-1: Occupational health and safety management system - GRI 403-2: Hazard identification, risk assessment and incident investigation - GRI 403-3: Occupational health services - GRI 403-4: Worker participation, consultation and communication on occupational health and safety - GRI 403-5: Worker training on occupational health and safety - GRI 403-6: Promotion of worker health - GRI 403-7: Prevention and mitigation of occupational health and safety impacts directly linked by business relationships - GRI 403-9: Work-related injuries - GRI 403-10: Work-related ill health	Employees Government/ Regulators
	Community-based Empowerment	GRI 413: Local Communities GRI 413-1: Operations with local community engagement, impact assessments, and development programs	Communities

SUSTAINABILITY REPORT

CONTRIBUTING TO THE UNITED NATIONS SUSTAINABILITY DEVELOPMENT GOALS

SDG	Description	Page Reference
 Goal 7: Affordable and Clean Energy	As a utility provider, we recognise that our operations – including power, water, waste management, and telecommunications services – can have potential environmental impacts. To mitigate these effects, we have implemented several measures to improve operational efficiency and reduce energy consumption, as outlined in this report’s Energy and Emissions section. These initiatives are aligned with our goal of achieving an efficiency rate of over 80% in power generation. We have begun supplying renewable energy across our properties, helping to reduce both our own and our customers’ carbon footprints.	Page 42 to 44
 Goal 8: Decent Work and Economic Growth	Our commitment to sustainability and ethical business practices is embodied in our vision to ‘Create growth and build value’ and our mission to ‘Leverage on our resources to create growth and deliver long-term value for our stakeholders’. We strive to create employment opportunities in our communities while fostering a supportive and engaging environment for employees, tenants and customers across our industrial parks, properties, and resorts. We empower our employees to achieve their career development goals through organisation-wide initiatives. Additionally, we provide job advancement and training programs to enhance employee skills and productivity and internship opportunities for youth and job seekers to gain valuable hands-on experience.	Page 35, 48
 Goal 12: Responsible Consumption and Production	We are committed to sustainably managing our resource use by continuously monitoring key consumption metrics, such as energy and water usage. With established targets of 80% efficiency in power generation and water treatment, we have consistently exceeded these benchmarks, ensuring the responsible use of these vital resources in our operations. Additionally, we incorporate ESG criteria into our supplier selection process, prioritising environmentally responsible products for our operations. Our efforts aim to cultivate a sustainable supply chain that aligns with the Group’s long-term interests.	Page 35, 45
 Goal 13: Climate Action	We assessed potential climate-related risks and opportunities relevant to the Group through a qualitative scenario analysis. Our aim is to proactively support climate action by developing targeted response plans in key areas where we can make a local impact. Further details on these plans are available in the TCFD Disclosures section. We remain committed to minimising our Scope 1 and 2 greenhouse gas (“GHG”) emissions to the greatest extent possible. Reducing our environmental impact remains a core priority in our business strategy.	Page 42 to 44, 55 to 63
 Goal 16: Peace, Justice and Strong Institutions	Through its anti-corruption policy, the Group upholds a zero-tolerance policy toward bribery, corruption, fraud, and other unethical practices. This policy is regularly reviewed and updated to remain aligned with the Group’s evolving needs. Its effectiveness is assessed through a comprehensive evaluation of anti-corruption measures, including preventive, detective, and responsive actions.	Page 42

SUSTAINABILITY REPORT

BUSINESS FOUNDATION

ECONOMIC SUSTAINABILITY

GRI 2-23, 2-24, 2-25, 3-3, 201-1

Economic performance is a key indicator of overall business health and long-term viability. A truly sustainable business goes beyond short-term profits, demonstrating the ability to create lasting value for stakeholders, including shareholders, employees, and local communities.

We pursue markets and business opportunities with strong long-term growth potential, aligning economic goals with our commitment to sustainable development. We prioritise resource efficiency, waste reduction and investment in sustainable technologies and infrastructure. We regularly engage stakeholders, including regulators, suppliers, tenants, and our employees, to ensure that our business operates responsibly, reliably, and safely.

Approach to Economic Performance

We do not set specific economic performance targets, as our focus is on sustainable, long-term growth rather than short-term financial metrics. Our approach emphasises resilience, operational efficiency, and strategic investments that align with evolving market opportunities and stakeholder interests. By prioritising sustainable value creation over rigid financial targets, we ensure that our business remains adaptable and competitive in a changing economic landscape.

The table below outlines our economic performance for the reporting year:

Performance Metric	2024 (S\$ million)	2023 (S\$ million)	2022 (S\$ million)
Economic value generated	190.9	182.7	166.8
Economic value distributed	231.3	219.1	149.1
Economic value retained	(40.4)	(36.4)	17.7

For a more comprehensive view of our financial performance, please refer to our Annual Report 2024, including:

- Letter to Shareholders Page 19-20
- Business Review Page 21-26
- Financial Highlights Page 27
- Financial Review Page 28-30
- Financial Statements Page 89-198

SUSTAINABILITY REPORT

ANTI-CORRUPTION

GRI 2-23, 2-24, 2-25, 2-26, 2-27, 3-3, 205-2, 205-3

The Group is committed to upholding honesty and ethical standards in all its activities. Measures have been put in place to minimise corruption and ensure continuity of our business operations. Corruption has a disproportionate impact on the poor and most vulnerable, increasing costs and reducing access to services, including health, education and justice. A strict zero-tolerance policy is in effect, encompassing all forms of unethical corporate conduct, such as bribery, corruption, and fraud.

While our policy is comprehensive, we recognise that employees may still face uncertain situations. In such cases, we encourage them to seek guidance from their supervisors, the Human Resources (“HR”) Department, the Legal Department, or senior management to ensure proper decision-making.

Key Objectives of Our Anti-Corruption Policy

- 1. Define Responsibilities** – Clearly outlining the Group’s and employees’ roles in upholding a zero-tolerance stance against corruption.
- 2. Provide Guidance** – Equipping employees with the necessary knowledge to identify, address, and prevent unethical business practices.
- 3. Ensure Compliance** – Establishing clear rules on ethical behaviour, legal compliance, anti-corruption procedures, acceptance of gifts and hospitality, and donations.

Our Anti-Corruption Policy is periodically reviewed and updated to stay aligned with the Group’s evolving needs. It applies to all staff members, including Directors and Officers, and provides guidance on anti-corruption principles. We also promote ethical business practices through robust procurement controls, reinforcing our commitment to integrity among suppliers. The effectiveness of the policy is assessed by evaluating the impact of various preventive, detective, and responsive anti-corruption measures.

During the reporting period, there were no confirmed cases of corruption or public legal proceedings related to corruption involving our employees. The Group complied with all applicable laws and regulations in the jurisdictions we operate in and did not incur any fines for non-compliance with these laws and regulations.

Performance

Anti-Corruption

FY2024 Target	Continue to have 100% coverage in communicating the anti-corruption policies and procedures to all Board members and employees
FY2024 Achievement	100% coverage
FY2025 Target:	Continue to have 100% coverage in communicating the anti-corruption policies and procedures to all Board members and employees

ENVIRONMENT

ENERGY AND EMISSIONS

GRI 2-23, 2-24, 2-25, 3-3, 302-1, 302-3, 305-1, 305-2, 305-4

We recognise the growing impacts of climate change on individuals and communities and the critical role businesses play in mitigation and adaptation efforts. As a key electricity provider, we acknowledge the environmental impact of our operations, particularly in power generation, where continued reliance on fossil fuels (fuel, oil, and natural gas) contributes to air pollution, greenhouse gas emissions, climate change, smog formation, and declining air quality.

We aim to balance financial goals with environmental responsibility by optimising operations to reduce costs and resource use. Our compliance controls ensure adherence to environmental regulations while improving efficiency. Additionally, we have implemented several initiatives to reduce the Group’s energy consumption and carbon footprint, including the following approaches:

- | | |
|---|---|
| (i) Transaction to renewable and low emission energy sources | <ul style="list-style-type: none">• We have successfully completed the first two key renewable energy initiatives in 2024. These include a 7.4 MWp solar panel installation on factory rooftops at Batamindo Industrial Park and a 10.0 MWp floating solar system at Bintan Resort, both of which are now operational. We are now moving forward with the next phase of our renewable energy efforts. |
|---|---|

SUSTAINABILITY REPORT

(ii) Energy efficiency programs and investment in technologies

- We continue to implement energy efficiency programs to reduce energy consumption, including using energy-efficient equipment, switching to electric vehicles, and upgrading infrastructure.
- We continue to implement technologies that enhance energy distribution and consumption efficiency, optimise resource management, reduce transmission losses, and support the integration of renewable energy sources.

(iii) Biodiversity conservation and Community engagement and education

- We continue adopting eco-friendly construction practices and habitat restoration projects to minimise environmental impacts, including applying Greenbelt design and guidelines for all new developments in Bintan.
- We continue engaging with local communities to raise awareness about environmental issues and promote sustainability. This includes collaborating on mangrove and tree replanting programs and organising a monthly 'Environment Day' to encourage environmental action.

(iv) Environmental assessment and Government and industry collaboration

- We continue conducting environmental assessments to identify areas for improvement towards achieving sustainability goals.
- We continue collaborating with government agencies, regulatory bodies, and other industry stakeholders to comply with all applicable environmental laws, regulations, and other relevant requirements.

(v) Investment in research and development

- We continue investing in research and development to discover innovative technologies and practices, such as green hydrogen and carbon capture, to reduce our utility operations' environmental footprint.

By incorporating these measures into our operations, we can further support environmental conservation and contribute to the global effort to combat climate change while complying with laws and regulations. In 2024, the Group did not incur significant fines for non-compliance with environmental laws and regulations, either from Singapore or international authorities. Additional details on the initiatives we have implemented over the past year can be found in the TCFD Disclosure section of this report on page 55 to 63.

The Group employs the operational control approach by the GHG Protocol for the accounting of GHG emissions. The following table shows key energy and emissions-related metrics for the reporting year:

Performance metric	2024	2023	2022
Energy consumption (kWh)	65,861,002	65,172,710	51,360,204
Energy intensity (kWh/S\$) ¹	0.34	0.36	0.31
Efficiency in power generation (%) ²	93	93	93
GHG emissions (Scope 1) (tCO ₂ e) ³	13,649	14,183	12,724
GHG emissions (Scope 2) (tCO ₂ e) ⁴	3,403	3,662	2,478
GHG emissions intensity (kgCO ₂ e/S\$) ⁵	0.09	0.10	0.09

¹ Energy intensity is calculated using total revenue for the reporting period as metric.

² Efficiency in power generation is measured by share of electricity sold from total power generated.

³ Emission factors for conversion of fuel consumption data were obtained from Department for Environment, Food & Rural Affairs (DEFRA) Greenhouse gas reporting: conversion factors 2023.

⁴ Emission factors of grid emissions for conversion of energy consumption data were obtained from Institute for Global Environmental Strategies (IGES) List of Grid Emission Factors v11.3.

⁵ GHG emissions intensity is calculated using total revenue for the reporting period as metric.

SUSTAINABILITY REPORT

For 2024, the total energy consumption (excluding electricity sold) was 65,861,002 kWh, of which 61,745,537 kWh was from non-renewable sources such as gas and diesel, and 4,115,465 kWh was from solar renewable sources.

Performance

Efficiency rate in power generation

FY2024 : $\geq 80\%$
Target

FY2024 : 93%
Achievement

FY2025 : Continue to maintain $\geq 80\%$
Target

GHG emissions (Scope 1)

FY2024 : 12% reduction from 2017 baseline of
Target 17,962 tCO₂e

FY2024 : 13,649 tCO₂e (24% reduction from
Achievement 2017 baseline)

FY2025 : 12% reduction from 2017 baseline of
Target 17,962 tCO₂e

GHG emissions (Scope 2)

FY2024 : 2% reduction from 2023 baseline of
Target 3,662 tCO₂e⁶

FY2024 : 3,403 tCO₂e (7% reduction from
Achievement 2023 baseline)

FY2025 : 2% reduction from 2023 baseline of
Target 3,662 tCO₂e

Water Consumption

GRI 303-1, 303-2, 303-5

While water consumption is not considered a material topic for the company, we have chosen to disclose certain related information that we believe is useful for transparency and to provide a more comprehensive view of our utility operations.

Given our reliance on water supply, we recognise the need for responsible water management and acknowledge its critical role in environmental conservation and broader societal well-being. To reduce our water consumption, we have implemented the following initiatives:

(i) Water Conservation Measures

- We have implemented water conservation measures, including minimising leaks, promoting water-saving technologies, upgrading infrastructure, exploring alternative water sources like rainwater, and educating customers on responsible water usage and recycling.

(ii) Environmental Assessments

- We conduct environmental impact assessments in accordance with national and international standards, such as WHO Standard Guidelines and ISO 14001:2015, to identify environmental risks and enhance water conservation. ISO 14001:2015 Environmental Management Systems assessments are conducted every three years.

The table below outlines our water consumption for the reporting year:

Performance metric	2024	2023	2022
Water Consumption ⁷ (Megalitres)	586	555	472
Efficiency in the water treatment process (%)	87%	88%	87%

Performance

Efficiency rate in the water treatment process

FY2024 Target $\geq 80\%$

FY2024 : 87%
Achievement

FY2025 Target : Continue to maintain $\geq 80\%$

⁶ Due to the inclusion of the Property Development and Corporate segment in 2023, the baseline year has been changed to 2023.

⁷ All water is withdrawn from Bintan and Batam, which are considered regions experiencing high water stress according to World Resources Institute Aqueeduct tool: <https://www.wri.org/aqueduct>.

SUSTAINABILITY REPORT

SUSTAINABLE SOURCING

GRI 2-23, 2-24, 2-25, 3-3, 308-1

Supplier Environmental Assessment

As part of our commitment to sustainability, we incorporate responsible supply chain management into our operations. We evaluate new suppliers' environmental practices to ensure alignment with our sustainability goals. This approach helps us make informed procurement decisions, encourage responsible practices across our supply chain, and contribute to a more sustainable and resilient business ecosystem.

The table below presents the percentage of new suppliers screened using environmental criteria for the reporting year. This year, 77 new suppliers were assessed for environmental impacts, with no supplier identified as having significant environmental impacts.

Performance metric	2024	2023	2022
Percentage of new suppliers subjected to screening using environmental criteria	30.0%	4.6%	11.5%

Performance

Screening of new suppliers using environmental criteria

FY2024 Target	≥5%
FY2024 Achievement	30.0%
FY2025 Target	Continue to maintain ≥5%

PEOPLE AND COMMUNITY

HUMAN CAPITAL AND DIVERSITY

GRI 2-7, 2-8, 2-23, 2-24, 2-25, 3-3, 401-1, 405-1

The Group recognises the central role that a skilled and motivated workforce plays in driving our long-term success. We are committed to attracting, developing, and retaining employees who are passionate about advancing our mission. At the same time, we prioritise creating a workplace culture that values diversity, equality, safety, and meritocracy. We are guided by our Group's Sustainability Policy to uphold fair employment practices, provide opportunities for learning and growth, and foster an environment where every employee is valued and supported.

We also believe that a diverse workforce enhances innovation, creativity, and overall productivity. To promote this, we actively seek individuals from varied backgrounds, ethnicities, age groups, and experiences. Our recruitment, development, and advancement processes are focused on merit, with emphasis on performance and accomplishments.

We are dedicated to maintaining fair employment practices through inclusive recruitment policies. These practices are regularly reviewed to ensure alignment with our core values. Additionally, we aim to cultivate a collaborative work environment by organising inclusive events that encourage positive interactions and strengthen relationships among our employees. We continue to prioritise fairness and recognition of the valuable contributions each employee brings to the business.

SUSTAINABILITY REPORT

The table below provides a breakdown of the number of employees, new hires, and turnover by various diversity categories in 2024. Apart from our employees, certain aspects of the Group's operations are carried out by individuals who are not employees of the Group. These include security, estate maintenance, pest control, general cleaning services and IT support.

Demographic		Total number of employees ⁸		Total number of new hires		Total turnover	
		Number	%	Number	% ⁹	Number	% ¹⁰
Overall		2,018	100	240	100	157	100
By Gender	Female	322	16	54	22	33	21
	Male	1,696	84	186	78	124	79
By Region	Singapore	79	4	11	5	17	11
	Indonesia	1,939	96	229	95	140	89
By Age Group	≤ 25	227	11	53	22	26	16
	26 – 35	583	29	129	54	42	27
	36 – 45	450	22	35	15	25	16
	≥ 46	758	38	23	9	64	41

The table below captures our employee new hire and turnover performance for this reporting year:

Performance metric	2024	2023	2022
New hire rate	11.9%	10.3%	18.6%
Turnover rate	7.8%	13.5%	23.6%

Performance

We do not set medium- or long-term quantitative targets for this material topic, as changes in employment data can be attributed to various factors among others, such as business growth, replacement hire, strategic initiatives, attrition rate and technology adoption.

Turnover rate		
FY2024 Target	:	<20%
FY2024 Achievement	:	7.8%
FY2025 Target	:	Continue to maintain <20%

⁸ The workforce transformation data for 2024 pertains to full-time permanent and contract employees of the Group.

⁹ The percentage of new hires in each category represents the number of new hires in that category divided by the total number of new hires.

¹⁰ The percentage of turnover in each category represents the number of turnover in that category divided by the total number of turnover.

SUSTAINABILITY REPORT

Board Diversity

GRI 405-1

We recognise that board diversity is crucial for businesses to navigate the complexities of an ever-changing business environment effectively. It also plays a key role in fostering an inclusive culture throughout the organisation. Our goal is to build a diverse board to bring a wide range of perspectives, expertise, and experience to our decision-making processes, including expertise relating to sustainable development.

This year, two new independent directors joined the Board, both of whom have been trained and involved in sustainability-related matters. This addition reflects the Group's continuous effort to strengthen the board's collective expertise. The Group will arrange necessary training sessions at the earliest opportunity, ensuring that board members are equipped with up-to-date knowledge and skills in sustainable development whenever feasible.

The table below shows the breakdown of the diversity of our Board members for this reporting year:

Demographic		2024		2023		2022	
		Number	%	Number	%	Number	%
Overall		7	100	8	100	8	100
By Gender	Female	0	0	0	0	0	0
	Male	7	100	8	100	8	100
By Region	Singapore	5	71	7	88	7	88
	Indonesia	2	29	1	12	1	12
By Age Group	≤ 50	1	14	1	12	1	12
	51 – 60	1	15	1	13	1	13
	≥ 60	5	71	6	75	6	75

Performance

Gender

FY2024 – : 1 female director
FY2027 Target

FY2024 Achievement : We are still sourcing for suitable candidates with relevant knowledge and experience for the Board renewal.

FY2025 – : 1 female director
FY2027 Target

Age Group

FY2024 – : 1 more director below age of 60
FY2027 Target

FY2024 Achievement : We are still sourcing for suitable candidates with relevant knowledge and experience for the Board renewal.

FY2024 – : 1 more director below age of 60 by 2027
FY2027 Target

SUSTAINABILITY REPORT

TRAINING AND EDUCATION

GRI 404-1

The Group is committed to fostering a culture of continuous learning and professional development. We recognise that inadequate training, poor working conditions, job misfit, and uncompetitive remuneration can lead to higher recruitment costs and reduced productivity. To address this, we provide a range of training resources and opportunities to empower our employees, understanding that an engaged and skilled workforce is key to achieving business objectives. This aligns with our Group's Sustainability Policy, which emphasises providing resources to support employee growth and development.

To track training participation, we monitor annual training hours for all employees. Additionally, we conduct annual performance assessments to identify strengths and areas for improvement, allowing us to tailor training programs that foster career growth.

In FY2024, employees participated in a wide range of training programs, including (1) Health & Safety: First aid, fire safety, occupational safety, and health training, (2) Professional Development: Effective communication and coaching, (3) Compliance & Quality: ISO training, Lean Six Sigma and (4) Technical & Digital Skills: Digital marketing, lift operation, wastewater management and port expertise.

The table below outlines our training and education performance for the reporting year:

Performance metric	2024	2023	2022
Total training hours	17,326	15,543	14,452
Total number of employees	2,018	1,933	1,112
Average training hours per employee	8.6	8.0	13.0
Breakdown by gender (average training hours)			
Female	12.2	9.9	6.5
Male	7.9	7.7	14.4
Breakdown by employee category (average training hours)			
Managerial	6.3	10.5	13.5
Executive	11.4	12.1	8.7
Non-executive	8.0	6.7	13.8

Performance

Average training hours per employee

FY2024 Target	15 hours per employee
FY2024 Achievement	8.6 hours per employee
FY2025 Target:	15 hours per employee

The FY2024 target was not achieved mainly due to the limited training programs available and operational priorities. The Group plans to review and implement measures to catch up on the training hours target in the coming years.

HEALTH AND SAFETY

GRI 2-23, 2-24, 2-25, 2-27, 3-3, 403-1, 403-3, 403-6, 403-7, 403-10

Occupational Health and Safety

We are committed to fostering a workplace that prioritises employee well-being and safety. A poor working environment and a lack of safety training may lead to a loss in productivity and increased recruitment costs for the Group. To ensure employees are physically capable of fulfilling their roles, we provide medical and health assessments before and during employment while monitoring potential workplace-related health effects. Employees have convenient access to health screenings through third-party providers and comprehensive insurance coverage for their well-being.

In our industrial parks and resorts, the safety of all stakeholders – including employees, tenants, contractors, visitors, and the local community – is our top priority. Certain aspects of GV's operations are carried out by individuals who are not employees of the Group. These activities include security, estate maintenance, pest control, general cleaning services, and IT support. We strive for zero workplace accidents and injuries through strict adherence to health and safety regulations and continuous improvements in our safety programs and performance.

Our Health and Safety policies serve as a framework to maintain a secure work environment. All employees undergo mandatory safety training, and we regularly assess our Workplace Health and Safety ("WHS") systems to ensure their effectiveness. Contractors must comply with our WHS policies and procedures when engaged in specific tasks or services. They are also responsible for ensuring the safety and protection of their workers while operating on our sites.

SUSTAINABILITY REPORT

The table below presents metrics for both employees and non-employees under GV's responsibility and supervision for this reporting year:

Performance metric (Employee)	2024	2023	2022
Work-related injury			
Total number	8	7	5
Rate per 200,000 hours worked	0.37	0.34	0.47
Number of hours worked	4,262,016	4,082,496	2,135,040
Main types of work-related injury	Striking against metal objects, smashed finger, fall and traffic accidents	Striking against metal objects, exposure to dust and traffic accidents	Cuts by industrial machines and metal objects and exposure to dust
Work-related ill health			
Total number	0	0	0
Rate per 200,000 hours worked	0	0	0
Performance metric (non-employee)	2024	2023	2022
Work-related injury			
Total number	0	6	1
Rate per 200,000 hours worked	0	0.41	0.08
Number of hours worked	0	2,961,504	2,645,280
Main types of work-related injury	Not applicable	Traffic accidents, slips and falls, fire, and bee stings	Cuts by metal objects
Work-related ill health			
Total number	0	0	0
Rate per 200,000 hours worked	0	0	0

Performance

Work-related injury (Employee and Non-Employee)

FY2024 Target	Rate per 200,000 hours worked <1.0
FY2024 Achievement	Employee (0.37); Non-employee (0)
FY2025 Target:	Continue to maintain <1.0

Hazard Identification, Risk Assessment, and Incident Investigation

GRI 403-2, 403-9

Effective risk management is crucial to our operations. Our approach ensures that potential hazards are identified, assessed, and managed to protect employees, visitors, and contractors. This includes identifying hazards that may affect safety, assessing risks to employee health and well-being, and implementing measures to effectively mitigate these risks.

As part of our risk management process, we regularly assess workplace hazards, considering their potential severity and likelihood. These assessments guide us in implementing safeguards to help prevent incidents.

Incident Reporting and Investigation and Empowering Employees in Safety

We take a proactive approach to risk management, encouraging employees to report injuries and potential hazards. Employees are required to report work-related injuries, and management investigates and implements corrective actions to prevent recurrence. Corrective actions include removing them entirely, replacing dangerous materials or processes, or isolating workers with protective measures. Safer work procedures, such as training and policies, further reduce risks. When other controls are insufficient, protective gear like gloves and earplugs serves as the final safeguard against workplace hazards.

We foster a transparent safety culture where hazards can be reported without fear of retaliation, and corrective measures are taken to improve safety.

Employees are empowered to stop or pause any activity if they identify unsafe conditions related to equipment, machinery, personnel, or the work environment. This helps ensure compliance with safety standards and prevents accidents. We are dedicated to maintaining a safe and responsible workplace for everyone.

SUSTAINABILITY REPORT

Employee Participation, Consultation, Training, and Communication on Occupational Health and Safety (“OHS”)

GRI 403-4, 403-5

We are dedicated to creating a safe, healthy, and positive workplace by promoting effective communication and consultation at all levels. We aim to improve safety awareness and strengthen our safety culture by engaging employees and contractors.

We have appointed Safety Fieldmen, Safety Supervisors, and Safety Coordinators within the peer groups to encourage participation. Their roles include conducting safety meetings, reviewing procedures, performing risk assessments, inspecting workplaces, and overseeing safety functions.

We also ensure that employees have the necessary skills and training to perform their roles effectively, enhancing their competency in safety management. We empower our employees through ongoing consultation and training to contribute to a safe and supportive work environment.

COMMUNITY-BASED EMPOWERMENT

GRI 2-23, 2-24, 2-25, 3-3, 413-1

We are committed to creating lasting social, economic, and environmental benefits for our communities. Recognising the importance of aligning business growth with social progress, we prioritise community development initiatives in Batam and Bintan, integrating them into our broader business strategy to enhance social and environmental standards in these regions.

In 2024, GV Group contributed approximately S\$0.4 million in cash and in-kind donations to charities and the community. We actively participated in several programs on community engagement, education, and environmental conservation as outlined below:

(A) COMMUNITY



Renovation orphanage

Collaborating with tenants to carry out renovation to the orphanage.



Welding Entrepreneurship

Providing entrepreneurial assistance to foster skills, innovation and business growth

Our business activities are limited to the confines of our properties and have minimal negative impact on local communities. However, we acknowledge some potential negative impacts on local residential or community areas that stem from our business activities:

- Flux of tourists and resort infrastructure can strain local healthcare systems, leading to inadequate access to medical services for local residents. Increased tourism may also bring challenges such as infectious diseases or overcrowding in local healthcare facilities.
- Factories and industrial activities can pose health risks to local populations near industrial parks due to the release of dust, pollution, or noise pollution.
- Operations related to utilities (e.g., energy production, water supply, waste management) can pollute and deplete natural resources.

As part of our ongoing commitment CSR, we actively engage with charities and organisations in our operational areas. We collaborate closely with local communities to identify and prioritise CSR programs annually, ensuring they address the most pressing needs. Our initiatives focus on education, environmental sustainability, and healthcare, receiving positive feedback from local stakeholders and reinforcing our role as a responsible corporate citizens.

SUSTAINABILITY REPORT



Batik Entrepreneurship

Supporting disabled communities with mentoring and batik business development to promote skills and independence.



Electrical Installation

Collaboration program with the ESDM (Department of Energy and Mineral Resources) of the province to ensure the availability of reliable electricity and improve the economy of Seri Kuala Lobam Subdistrict.



Donation to Social Health Insurance

Providing health service donations to underprivileged communities to ease the financial burden of medical costs.

SUSTAINABILITY REPORT

(B) EDUCATION



English Language Training for Teachers

Enhancing teaching standards in the districts of Seri Kuala Lobam and Bintan Utara.



Education Scholarship at Tunas Bangsa school

The scholarship is available for local children residing in the Seri Kuala Lobam and Bintan Utara districts.



Kasih Sayang Program

Competition of various fields to expose students to various jobs/professions at hospitality industries. This activity address elementary school students at Teluk Sebong Subdistrict.



Industrial Visit

Providing students from SMKN 1 Seri Kuala Lobam and SMKN Bintan Utara (grade XI) with exposure to different industries, production and business processes, new technologies, work ethics, career opportunities, and serving as a promotional tool for the company's products/services.

SUSTAINABILITY REPORT



Higher Education Scholarship at Bintan Cakrawala Polytechnic

The scholarship is available for local children. It includes Full Scholarship (100%), Subsidy (50%), and College Grant Program (CGP).

(C) ENVIRONMENT



Bank Sampah

Bank Sampah is a social enterprise offering community-based waste management services with an eco-friendly approach. In collaboration with Bintan Resorts and the Bintan Regency Government, the waste bank project was launched in Seborg Lagoi Village to preserve nature, reduce environmental impacts, and deliver long-term benefits.



Brave Worries

Bintan Resorts launched the Brave Warrior environmental volunteer community to promote environmental awareness. Volunteers will act as ambassadors, participating in activities like planting 3,000 mangrove saplings along the Lagoi coastline in collaboration with stakeholders.

SUSTAINABILITY REPORT



Beach Cleaning Program

Beach cleaning in Pengudang with Inti Cakrawala scholarship recipients. This program aimed to engage environmental awareness through cleaning up the shoreline in Bintan Island to protect the environment.



Monthly Environment Day

To encourage awareness and action for the protection of the environment, the Group organise monthly Environment Day at the mid of each month. This campaign aims to raise awareness of the employees to take initiative to clean up and protect Bintan island.

SUSTAINABILITY REPORT

APPENDIX

TCFD DISCLOSURES

GV supports the Task Force on Climate-related Financial Disclosures (“**TCFD**”) and the inclusion of the TCFD Recommendations in SGX’s Sustainability Reporting Guide. This is our third year of providing TCFD Disclosures. Climate-related disclosures are mandatory in the energy industry, one of the industries most affected by climate change and the transition to a low-carbon economy.

GV follows regulatory developments closely and is preparing for mandatory climate disclosures in line with the recommendations from the Sustainability Reporting Advisory Committee (“**SRAC**”). This process includes developing and formalising a roadmap for alignment with SRAC’s recommendations, which will be approved by the Board.

The table below describes how we manage climate-related risks and opportunities with reference to the four key pillars recommended by TCFD:

Recommended Disclosure	GV’s Approach	Page Reference
Governance		
Describe the board’s oversight of climate-related risks and opportunities.	The Group has an established governance structure for sustainability-related issues, involving the Board, the Sustainability Reporting Committee, and the Management team, ensuring clear accountability and informed decision-making at all levels.	36 to 37
Describe the management’s role in assessing and managing climate-related risks and opportunities.	The Chief Financial Officer chairs the Committee, which comprises senior management representatives from respective business departments. The Committee oversees the Group’s sustainability performance and initiatives by evaluating material ESG topics and providing progress updates and recommendations to the Board on the Group’s overall sustainability performance.	
	The Board considers climate-related risks in strategic decisions, focusing on performance objectives and major capital expenditures. Past climate incidents, like flooding, have strengthened GV’s approach, emphasising financially viable and critical initiatives.	
	The Management also champions sustainability-related initiatives and develops risk management processes specifically for managing and monitoring sustainability-related projects.	

SUSTAINABILITY REPORT

Recommended Disclosure	GV's Approach	Page Reference
Strategy		
Describe the climate-related risks and opportunities the organisation has identified over the short, medium, and long term.	In 2023, the Group completed a formal qualitative scenario analysis to identify climate-related risks and opportunities over the short, medium, and long-term. Management was involved in selecting scenario factors and developing business response plans based on the results of the analysis.	57 to 63
Describe the impact of climate-related risks and opportunities on the organisation's businesses, strategy, and financial planning.	This year, the Group has begun integrating the analysis of climate-related risks and opportunities into decision-making and financial planning. This includes implementing several business responses to manage material climate-related risks and prioritising two climate-related opportunities. The Group intends to conduct a quantitative scenario analysis in line with <i>ISSB IFRS</i> requirements to assess the organisation's climate resilience in the coming period.	
Describe the resilience of the organisation's strategy, taking into consideration different climate-related scenarios, including a 2°C or lower scenario.	More details can be found in the following section on Scenario Analysis Outcomes.	
Risk Management		
Describe the organisation's processes for identifying and assessing climate-related risks.	We have a risk management process to identify, assess and manage risks across our business operations. We have established a Risk Management Framework at the enterprise level, including our governance structure for risk management, risk appetite and tolerance levels, management approach and risk factors.	37
Describe the organisation's processes for managing climate-related risks.	We maintain a Group-level risk register which is updated quarterly to assess, monitor, and address identified risks and ensure they are managed adequately.	
Describe how processes for identifying, assessing, and managing climate-related risks are integrated into the organisation's overall risk management.	We will also formalise the process for identifying and assessing climate-related risks and opportunities and integrate them into our Enterprise Risk Management Framework. Additionally, we will evaluate and disclose the impact of these climate-related risks and opportunities in the Sustainability Report for FY2025. Short-term risks are addressed and managed by respective line managers, affected by the risk exposure in their day-to-day business and decision-making processes. Medium- and long-term risks and significant risk exposures are raised to the ARMC during semi-annual meetings or promptly as needed. Climate risk assessment is incorporated into our risk management framework, ensuring alignment with our risk register, planned actions, and annual business strategy planning. Our strategy and day-to-day operations systematically identify, assess, and manage climate-related risks.	

SUSTAINABILITY REPORT

Recommended Disclosure	GV's Approach	Page Reference
Metrics and Targets		
- Disclose the metrics used by the organisation to assess climate-related risks and opportunities in line with its strategy and risk management process. - Disclose Scope 1, Scope 2, and, if appropriate, Scope 3 greenhouse gas ("GHG") emissions, and the related risks. - Describe the organisation's targets to manage climate-related risks, opportunities, and performance against targets.	We have consistently disclosed key metrics, including Scope 1 and 2 GHG emissions and energy and water consumption, in our sustainability reports. This allows us to monitor our environmental impact and evaluate potential risks and opportunities. We are exploring including several Scope 3 GHG emission categories in our future reports. We have set medium-term targets for our transition to renewable energy, one of the climate-related opportunities we prioritise. By 2030, we aim to install up to 37 MWp of solar capacity. By 2035, we strive to expand this to 140 MWp of solar capacity. These targets align with our sustainability strategy, and we are on track to meet them. We set annual climate-related targets for key metrics, including Scope 1 and 2 GHG emissions and power generation efficiency. We are exploring decarbonisation initiatives to reduce our GHG emissions. Additionally, we closely monitor the regulatory landscape in Indonesia and will establish medium- and long-term targets for these metrics once climate regulations become more defined.	43 to 44

Scenario Analysis Outcomes

Scenario analysis is a process of examining and evaluating possible future events or scenarios and predicting possible outcomes. It can lead to greater preparedness and resilience of long-term business strategy.

In 2023, we qualitatively analysed potential risks and their impacts on GV. The findings guided response planning and decision-making, enabling us to address risks and act proactively on climate-related opportunities. This year, we reviewed the chosen climate scenarios and determined that they were still relevant.

The analysis covered assets and operations in Singapore and Indonesia (Batam and Bintan), with timeframes aligned to national climate targets and GV's strategic planning horizons: short-term (up to 2030), medium-term (2030-2040), and long-term (2040-2050). We used the IPCC's Representative Concentration Pathways ("RCP") and Shared Socioeconomic Pathways ("SSP") as a basis for the 2°C and 4°C scenarios, incorporating regional research to refine the transition risks. For the 2°C scenario, RCP2.6 and SSP1-2.6 were used for the 4°C scenario, RCP8.5 and SSP5-8.5 were used.

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The table below presents the results of our analysis of physical and transition risks, along with the corresponding response plans and management approaches that outline the actions taken this year to mitigate them. We are working towards a quantitative scenario analysis to understand climate-related risks and opportunities better.

Risk	Business Impact	Risk Timeframe	Response Plan
Physical Risks			
1. Extreme weather events (cyclones, flash floods)	Damage to properties and natural environment, affecting the operability of GV's industrial park properties, utilities-related facilities, resorts properties and ferries.	Medium to long-term risk	Flood control measures were implemented at Bintan resorts, including a dam construction project, drainage improvements, and bridge expansion. We are continuously assessing infrastructure resilience and will make upgrades as needed.
2. Rising sea levels	Infrastructure and physical assets situated at coastal locations would be subject to significant damage or be unable to house operations.	Long-term risk	- Measures to mitigate environmental risks and damage have been implemented. For further details, refer to the section on our response plan for transitioning to renewable energy and reducing emissions. - Revised development guidelines to account for potential risks, such as rising sea levels and flash floods.
3. Extreme temperature rise	Increased temperature may result in discomfort tenants and employees, and reduce their productivity. It would also affect the attractiveness of resorts as a travel destination and may lead to health risks. Energy costs for cooling will also rise.	Medium to long-term risk	- Installed solar panels on the rooftops of factories, which indirectly reduces the temperature of the buildings. This will also lead to reduced energy consumption for cooling. - Implemented measures to mitigate environmental risks and damage. Please also refer to the rest of the section on our response plan for transition to renewable energy to reduce global warming. - Provide flexible work hours or remote options to help employees manage extreme heat. For outdoor workers, implement safety protocols that schedule tasks during cooler times, ensure adequate shade and rest breaks, and rotate job assignments to reduce prolonged heat exposure.

SUSTAINABILITY REPORT

Risk	Business Impact	Risk Timeframe	Response Plan
Transition Risks			
1. Tenant preferences	As resort, hotel, and industrial park tenants become more conscious of their carbon footprints, they are increasingly requesting more sustainable features and services.	Short-term risk	- The Group completed two key renewable energy initiatives in 2024. These include a 7.4 MWp solar panel installation on factory rooftops at Batamindo Industrial Park and a 10.0 MWp floating solar system at Bintan Resort; both commenced operations and provided solar power to our tenants in the industrial parks and resorts. - Future renewable energy plans include: (i) Batamindo Industrial Park: Phase 2 will install a 15.5 MWp ground-mounted system (20.5 million kWh annually) by 2H 2025, Phase 3 will add a 43.2 MWp rooftop system (56.5 million kWh annually) by 2H 2026, and Phase 4 will install a 73.9 MWp reservoir system (96.9 million kWh annually) by 1H 2028. (ii) Bintan Industrial Estate: A 4.0 MWp ground-mounted system (6.5 million kWh annually) will be completed by 2H 2025. - The above is also GV's response plan to mitigate the impact of increased energy sources for generating power and reducing GHG emissions.

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Risk	Business Impact	Risk Timeframe	Response Plan
Transition Risks			
2. Increased pricing of GHG emissions	The increase in carbon tax in different jurisdictions where GV operates may lead to increased costs for energy consumption, as power generators will pass on increased costs to consumers.	Short-term risk	GV is a power supplier for our industrial park and resort tenants. Our response plan to mitigate potential increases in energy costs has been addressed in item 4. Our response plan for this item refers to reducing energy consumption in offices and workplaces. - Energy efficiency: In line with our Group's Environmental Policy, continue to invest in energy-efficient appliances and vehicles this year to reduce overall energy consumption. This includes: (i) Installation of energy-efficient lighting, such as LEDs (ii) Adoption of energy-saving practices, such as switching off electrical devices when not in use (iii) Scaling fleet transition plans and progressively rolling out EV charging infrastructure at Bintan Resorts; and (iv) Procurement of fuel-efficient ferries
3. Increased ESG reporting requirements	As regulators continue to develop more comprehensive reporting standards, robust data collection mechanisms and reporting capabilities will be needed to meet increased reporting obligations. As a listed company, GV would be subject to such standards and would be exposed to reputational risks if it is unable to meet such expectations.	Short-term risk	- Recommend and provide staff training in ESG reporting to enhance their understanding of ESG issues, data collection methods, and reporting requirements. - Continue with ongoing review and improvement of ESG reporting practices. Monitor changes in regulatory requirements, stakeholder expectations, and industry best practices. - Engage with stakeholders, including shareholders, customers, employees, suppliers, and communities, to understand their ESG priorities and reporting expectations to improve reporting.

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Risk	Business Impact	Risk Timeframe	Response Plan
Transition Risks			
4. Increased energy and fuel prices	Higher energy and fuel costs would increase operational costs, especially for GV's utilities segment, impacting overall profitability.	Medium to long-term risk	- Investment in power plants' infrastructure to improve efficiency, reliability, and resilience. This includes upgrading transmission and distribution control systems and expanding renewable capacity. - Transition to renewable energy and low emission energy sources such as natural gas to reduce reliance on fossil fuel and mitigate the impact of fluctuating fuel prices. - Diversifying energy sources by incorporating a mix of renewables, natural gas, and power supply from IPP.
5. Decreased property valuations	Properties which do not satisfy more stringent ESG demands in the long term will experience a devaluation due to their unattractiveness to tenants and investors.	Long-term risk	Implement measures to mitigate environmental risks and improve sustainability performance. By reducing environmental impacts, we can enhance our property's long-term value and attractiveness to investors. For example, GV partnered with Fundacion Metropoli in research, planning and territorial design to define a new and integrated vision of Bintan's (Bintan Project) development for the next decade. This project emphasises environmental protection and rehabilitation, sustainable urban development, green mobility, economic magnetism, social integration, and innovation.

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Risk	Business Impact	Risk Timeframe	Response Plan
Transition Risks			
6. Greater liability risk	There is a higher risk of being held liable to tenants in the event of property damage if inadequate preparations are made to increase resiliency to physical risks.	Long-term risk	• Risk Assessment and Planning: Conduct a risk assessment to identify potential physical risks to the property, such as floods and tsunamis, and develop mitigation strategies and response protocols for the identified risk. • Invest in resilient infrastructure: Invest in resilient building design and infrastructure to minimise the impact of physical risks on the property. This may involve retrofitting the property to meet building code requirements for seismic or flood resilience, installing fire suppression systems, and reinforcing structural elements to withstand extreme weather events. • Review and revise emergency preparedness plans, maintenance protocols, and insurance coverage to ensure they remain effective and relevant over time.

Prioritised climate-related opportunities

Opportunity: Transition to renewable energy	
Time Horizon	Short (up to 2030) and medium-term (2030-2040)
Description	In alignment with our Environmental Policy, GV is focused on advancing sustainable development, including progressing our transition to renewable energy and contributing to the global energy transition. GV is contributing to decarbonisation efforts, including its joint venture in the 600MW cross-border Solar Project between Indonesia and Singapore, which is expected to be completed by 2028. The Group is also exploring the feasibility of importing Liquid Natural Gas (“LNG”) in Bintan Resorts to replace traditional, emissions-heavy fossil fuels. LNG produces negligible GHG pollutants, has a smaller carbon footprint, and is a more efficient fuel.¹¹ Additionally, it is a stable energy solution that complements other intermittent renewable energy sources.
Management approach	The Group’s Management is working with relevant stakeholders to prioritise the transition to renewable energy. We look forward to sharing significant developments and progress in our future reports.

¹¹ <https://www.weforum.org/stories/2025/01/lng-gas-energy-security/>

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Opportunity: Access to green financing	
Time Horizon	Short (up to 2030) and medium-term (2030-2040)
Description	The increasing frequency and intensity of climatic events pose a significant threat to real estate in the region. Given that GV's resort and ferry operations are particularly susceptible to monsoons and extreme weather, investing in climate-resilient infrastructure is crucial. Strengthening our infrastructure to withstand such events is a key component of our broader strategy to mitigate climate-related risks. This proactive approach is especially critical in addressing the risks associated with acute climatic events, ensuring long-term operational continuity and minimising potential damage to our assets. When exploring financing opportunities, the Group considers multiple factors, including the cost of capital, financial flexibility, and its long-term impact on business sustainability.
Management approach	Led by the Management, the Group is collaborating with a bank to organise a SGD50 million fund dedicated to investing in climate-resilient infrastructure. The Group's approach to accessing green financing is guided by the Board of Directors, in line with the Group's sustainability priorities. Going forward, GV will also consider sustainability-linked loans ("SLLs") for projects that contribute towards climate resilience and environmental sustainability, reinforcing the company's commitment to sustainable growth.

GRI CONTENT INDEX

Statement of use	Gallant Venture Ltd. has reported with reference to GRI Standards for the period from 1 January 2024 to 31 December 2024.
GRI 1 used	GRI 1: Foundation 2021

GRI Standard	Disclosure	Reference	Page No./Remarks
General Disclosures			
GRI 2: General Disclosures 2021	Organisation and its reporting practices		
	2-1	Organisational details	Sustainability Report 35
	2-2	Entities included in the Organisation's sustainability reporting	Sustainability Report 34
	2-3	Reporting period, frequency and contact point	Sustainability Report 34
	2-4	Restatements of information	Sustainability Report 34
	2-5	External assurance	Sustainability Report 34
	Activities and workers		
	2-6	Activities, value chain and other business relationships	Sustainability Report 35
	2-7	Employees	Sustainability Report 46
	2-8	Workers who are not employees	Sustainability Report 46
	Governance		
	2-9	Governance structure and composition	Sustainability Report 36 Annual Report 67 to 73
	2-10	Nomination and selection of the highest governance body	Annual Report 67 to 73
	2-11	Chair of the highest governance body	Annual Report 67 to 73
	2-12	Role of the highest governance body in overseeing the management of impacts	Annual Report 67 to 73

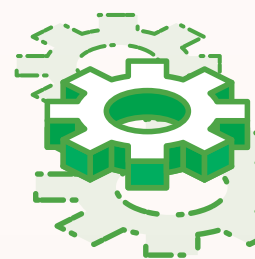
SUSTAINABILITY REPORT

GRI Standard		Disclosure	Reference	Page No./ Remarks
General Disclosures				
	2-13	Delegation of responsibility for managing impacts	Sustainability Report Annual Report	36 67 to 73
	2-14	Role of the highest governance body in sustainability reporting	Sustainability Report	36
	2-15	Conflicts of interest	Annual Report	67 to 73
	2-16	Communication of critical concerns	Annual Report	80 to 81
	2-17	Collective knowledge of the highest governance body	Annual Report	75
	2-18	Evaluation of the performance of the highest governance body	Annual Report	75
	2-19	Remuneration policies	Annual Report	76 to 79
	2-20	Process to determine remuneration	Annual Report	76 to 79
	2-21	Annual total compensation ratio	Confidentiality constraints ¹²	NA
Strategy, policies and practices				
	2-22	Statement on sustainable development strategy	Sustainability Report	33
	2-23	Policy commitments	Sustainability Report	42
	2-24	Embedding policy commitments	Sustainability Report	41, 42, 45, 48, 50
	2-25	Processes to remediate negative impacts	Sustainability Report	41, 42, 45, 48, 50
	2-26	Mechanisms for seeking advice and raising concerns	Sustainability Report	42
	2-27	Compliance with laws and regulations	Sustainability Report	42, 49
	2-28	Membership associations	Sustainability Report	35
Stakeholder engagement				
	2-29	Approach to stakeholder engagement	Sustainability Report	37 to 38
	2-30	Collective bargaining agreements	No collective bargaining agreements	N.A
Material topics				
GRI 3: Material Topics 2021	3-1	Process to determine material topics	Sustainability Report	38
	3-2	List of material topics	Sustainability Report	39
Economic Performance				
GRI 3: Material Topics 2021	3-3	Management of material topics	Sustainability Report	41
GRI 201: Economic Performance 2016	201-1	Direct economic value generated and distributed	Sustainability Report	41
Anti-corruption				
GRI 3: Material Topics 2021	3-3	Management of material topics	Sustainability Report	42
GRI 205: Anti-corruption 2016	205-2	Communication and training about anti-corruption policies and procedures	Sustainability Report	42
	205-3	Confirmed incidents of corruption and actions taken.	Sustainability Report	42
Energy and Emissions				
GRI 3: Material Topics 2021	3-3	Management of material topics	Sustainability Report	42 to 44
GRI 302: Energy 2016	302-1	Energy consumption within the organisation	Sustainability Report	43
	302-3	Energy intensity	Sustainability Report	43

¹² We do not publicly report our annual total compensation ratio as the data is commercially sensitive and confidential.

SUSTAINABILITY REPORT

GRI Standard		Disclosure	Reference	Page No./Remarks
Material topics				
GRI 303: Water and Effluents 2018	303-1	Interactions with water as a shared resource	Sustainability Report	44
	303-2	Management of water discharge-related impacts	Sustainability Report	44
GRI 305: Emissions 2016	305-1	Direct (Scope 1) GHG emissions	Sustainability Report	43 to 44
	305-2	Energy indirect (Scope 2) GHG emissions	Sustainability Report	43 to 44
	305-4	GHG emissions intensity	Sustainability Report	43 to 44
Sustainable Sourcing				
GRI 3: Material Topics 2021	3-3	Management of material topics	Sustainability Report	45
GRI 308: Supplier Environmental Assessment 2016	308-1	New suppliers that were screened using environmental criteria	Sustainability Report	45
Human Capital and Diversity				
GRI 3: Material Topics 2021	3-3	Management of material topics	Sustainability Report	45, 47, 48
GRI 401: Employment 2016	401-1	New employee hires and employee turnover	Sustainability Report	46
GRI 404: Training and Education 2016	404-1	Average hours of training per year per employee	Sustainability Report	48
GRI 405: Diversity and Equal Opportunity 2016	405-1	Diversity of governance bodies and employees	Sustainability Report	47
Health and Safety				
GRI 3: Material Topics 2021	3-3	Management of material topics	Sustainability Report	48
GRI 403: Occupational Health and Safety 2018	403-1	Occupational health and safety management system	Sustainability Report	48
	403-2	Hazard identification, risk assessment and incident investigation	Sustainability Report	49
	403-3	Occupational health services	Sustainability Report	48
	403-4	Worker participation, consultation and communication on occupational health and safety	Sustainability Report	50
	403-5	Worker training on occupational health and safety	Sustainability Report	48
	403-6	Promotion of worker health	Sustainability Report	48
	403-7	Prevention and mitigation of occupational health and safety impacts directly linked by business relationships	Sustainability Report	48, 50
	403-9	Work-related injuries	Sustainability Report	49
	403-10	Work-related ill health	Sustainability Report	49
Community-based Empowerment				
GRI 3: Material Topics 2021	3-3	Management of material topics	Sustainability Report	50
GRI 413: Local Communities 2016	413-1	Operations with local community engagement, impact assessments, and development programs	Sustainability Report	50



CORPORATE GOVERNANCE REPORT

The Board of Directors (the “**Board**”) is committed to ensuring that the highest standards of corporate governance are practised throughout Gallant Venture Ltd. (the “**Company**”) and its subsidiaries (the “**Group**”) as a fundamental part of its responsibilities to protect and enhance shareholder value and the financial performance of the Group.

This report describes the Company’s corporate governance practices and structures that were in place during the financial year ended 31 December 2024 (“**FY2024**”), with specific reference to the principles and provisions of the Code of Corporate Governance 2018 (“**Code**”). The Company has adhered to the principles and provisions of the Code, and where the Company’s practices differ from the principles and provisions under the Code, the Company’s position and reasons in respect of the same are explained in this report.

(A) BOARD MATTERS

PRINCIPLE 1: THE BOARD’S CONDUCT OF AFFAIRS

The company is headed by an effective Board that is collectively responsible and works with Management for its long-term success.

Provision 1.1 (Board’s role)

The primary role of the Board is to protect and enhance long-term shareholders’ value. It sets the corporate strategies of the Group and ensures that the necessary financial and human resources are in place for the Company to meet its objectives. The Board establishes a framework of prudent and effective controls which enables risks to be assessed and managed, including safeguarding shareholders’ interests and the Company’s assets, supervises the Management and monitors the performance of these goals to enhance shareholders’ value. The Board is responsible for the overall corporate governance of the Group and considers sustainability issues of policies and procedures.

Provision 1.2 (Board’s duties and responsibilities)

The Board exercises due diligence and independent judgment in dealing with the Group’s business affairs and works with Management to make objective decisions as fiduciaries in the interest of the Group. The Board establishes a code of conduct and ethics, sets the appropriate tone from the top and desired organisational culture, and ensures proper accountability within the Company. Directors who are in a conflict-of-interest position on certain issues recuse themselves from discussions and decisions involving the issues.

The principal responsibilities of the Board include the following:

- To provide leadership, set strategic objectives which include a focus on value creation, innovation and sustainability;
- Review and approve the Group’s strategic plans, key business initiatives, major investments, divestments, corporate restructuring and major funding decisions;
- Review the Group’s financial performance and condition;
- Establish and maintain a framework of prudent and effective controls to identify, manage and monitor risks and exposures and to achieve an appropriate balance between risk and the Group’s performance;
- Oversee the Group’s sustainability matters and initiatives;
- Oversee the Group’s corporate governance and instil an ethical corporate culture across the Group to ensure that the Group’s values, policies and practices are consistent with the culture; and
- Ensure transparency and accountability to key stakeholder groups.

CORPORATE GOVERNANCE REPORT

Orientation, training and development for directors

Newly appointed Directors to the Board will be issued a formal letter setting out their general duties and obligations as Directors. The new Directors will be given orientation, including briefings to familiarise them with the business activities of the Group, its strategic direction, corporate governance practices and the Company's policies and procedures, in particular relating to interests in securities and price-sensitive and trade-sensitive information. The orientation also includes meetings with key management executives to acquaint the new Directors with the Management and to facilitate their independent access to the Management and the Company Secretary in the future. A first-time Director who has no prior experience as a director of a listed company will be required to undergo training such as those conducted by the Singapore Institute of Directors ("**SID**") to acquire relevant knowledge of the roles and responsibilities of a listed company director as prescribed by the SGX-ST.

The NC is charged with reviewing the training and professional development of the directors. All directors are provided with updates and/or briefings from time to time in areas such as directors' duties and responsibilities, corporate governance practices, relevant legislations and regulations and financial reporting standards. The NC will recommend appropriate training and seminars and arrange for professional bodies to conduct training as they deem relevant to improve the performance of the individual director and the whole Board. All directors are encouraged to attend the training and seminars arranged by the Company at the Company's expense. All directors attended the mandatory sustainability training conducted by SID as prescribed by the SGX-ST. In addition, Directors are free to request further explanations, briefing or information as and when required.

During the year, the Directors received updates, including information to keep them abreast of issues and developments relevant to the Group's businesses, changes in the applicable legislation and regulations and financial reporting standards. The Chief Executive Officer ("**CEO**") has also updated the Board on business and strategic developments at each meeting. Management has highlighted the salient operating issues and the risk management considerations for the Group's businesses.

Sustainability

The Board is committed to managing the Company's business sustainably and responsibly, focusing on creating long-term value for stakeholders by embedding sustainability into its core operations. Recognising sustainability as a key competitive advantage in today's global landscape, the Board actively oversees the Group's sustainability strategies and initiatives. The Sustainability Committee ("**SR**") is tasked with identifying, evaluating, monitoring, and managing the Group's material environmental, social, and governance ("**ESG**") matters and regularly reports to the Board. The Group's sustainability report for FY2024 can be found on pages 31 to 66 of this Annual Report.

Provision 1.3 (Board approval)

The Board has in place an internal guide where certain key matters are specifically reserved for approval by the Board. Management is fully apprised of such issues, which require the approval of the Board. Matters that require Board approval include:

- decisions over the strategic direction and policies of the Group and its financial objectives, which may have a material impact on the Group's performance;
- matters involving a conflict of interest for a substantial shareholder or a director;
- material acquisition and disposal of assets/business undertakings;

CORPORATE GOVERNANCE REPORT

- Corporate or financial restructuring;
- Distribution of dividends and other returns to shareholders; and
- any investment or expenditure that requires the Board's approval as set out in the Company's authorisation matrix, which sets out the financial authority and approval guidelines for capital expenditure, investments, divestments, and borrowings.

The matters decided and approved by the Board are documented in the minutes of the meetings and board resolutions, which are kept with the Company.

Provision 1.4 (Delegation by the Board)

The primary functions of the Board are either carried out by the Board or delegated through the Board Committees, with written terms of reference setting out their composition, authority, and responsibilities, including reporting back to the Board. The Board Committees established by the Board are the Audit and Risk Management Committee ("**ARMC**"), the Nominating Committee ("**NC**"), and the Remuneration Committee ("**RC**"). The members of these Committees are set out in the Corporate Information page of the Annual Report.

Each Committee has clearly defined terms of references and operating procedures, including procedures for dealing with conflicts of interest. A Board Committee member is required to disclose his interest and recuse himself from discussions and decisions involving a conflict of interest. The terms of reference are reviewed regularly. The effectiveness of each Committee is also periodically reviewed by the Board. Please refer to the sections on Principles 4 to 10 in this report for further information on the ARMC, NC and RC activities.

Provision 1.5 (Meetings of Board and Board Committees)

Meetings of the Board and its Committees for each new calendar year are set out in a schedule of meetings, and all Board members are notified before the start of that calendar year. The Board meets at least twice a year to review, *inter alia*, the performance and operations of each business segment of the Group, as well as the Group's financial results. Additional meetings may be convened on an ad-hoc basis as and when necessary. The Company's Constitution allows for the meetings of its Board and the Board Committees to be held via teleconferencing and video-conferencing. The Board and Board Committees may also make decisions by circulating written resolutions.

CORPORATE GOVERNANCE REPORT

The attendance of Directors at meetings of the Board and Board Committees, as well as the Annual General Meeting (“AGM”), is set out in the table below:

	Board	ARMC	NC	RC	AGM
Number of meetings held in FY2024	2	2	1	1	1
Name of Directors	Number of meetings attended in FY2024				
Mr Lim Chee San	2	2	1	1	1
Mr Eugene Cho Park	2	2*	N/A	N/A	1
Mr Gianto Gunara	2	2*	N/A	N/A	1
Mr Choo Kok Kiong	2	2*	1*	1*	1
Mr Axton Salim	2	2*	N/A	N/A	1
Mr Tan Boon Hwa ⁽¹⁾	1	1	N/A	N/A	1*
Mr I Gusti Putu Suryawirawan ⁽¹⁾	1	1	N/A	N/A	1*
Mr Lim Hock San ⁽²⁾	1	1	1	1	1
Mr Foo Ko Hing ⁽²⁾	1	1	1	1	1
Dr Tan Chin Nam ⁽²⁾	1	1*	N/A	N/A	1

* Attended the meeting as an invitee

(1) Mr Tan Boon Hwa and Mr I Gusti Putu Suryawirawan were appointed directors effective 29 April 2024.

(2) Mr Lim Hock San, Mr Foo Ko Hing and Dr Tan Chin Nam retired at the last AGM held on 29 April 2024.

The NC considers the competing time commitments faced by Directors with multiple board representations and other principal commitments when considering the nomination of Directors for election/re-election and ensures that all Directors can carry out and have been adequately carrying out their duties as Directors of the Company. The Board believes that each Director’s contribution should not be focused solely on his attendance at the Board, Board Committees and the AGM meetings. A Director’s contribution also extends beyond the confines of the formal environment of such meetings through the sharing of experiences, views, advice and networking relationships that could further the interests of the Company.

Provision 1.6 (Board’s access to information)

Prior to each meeting, members of the Board and the Board Committee are provided with the meeting agenda and the relevant papers/materials circulated by the Management, containing, where possible and practicable, complete, adequate and timely information such as reports on the Group’s operations and financial performances, reports from internal auditors and external auditors, regulatory updates, and/or significant projects/events updates, to enable full deliberation on the issues to be considered at the respective meetings. Management also provides all Directors monthly financial reports of the Group’s operation and financial performance, including analysis. The monthly financial reports explain any material variances between the results and year-on-year for the periods under review. Such reports enable the Directors to make a balanced and informed assessment of the Group’s performance, position and prospects, and the Directors are kept abreast of the Group’s business activities. Where the Board’s or Board Committee’s approval is sought, relevant background and explanatory information on the specific matter is provided to enable Directors to understand the issues and to request further information, as necessary.

CORPORATE GOVERNANCE REPORT

Provision 1.7 (Board's access to Management, Company Secretary and External Advisers)

The Directors have separate and independent access to the Management, including the CEO, Chief Operating Officer Officer ("COO"), Chief Financial Officer ("CFO") and other key management and the Company Secretary. The Company Secretary attends all Board and Board Committee meetings and ensures that Board procedures are followed and that applicable rules and regulations are complied with. The Company Secretary also advises the Board on all governance matters and assists with coordinating training and professional development for Board members. The appointment and removal of the Company Secretary are subject to the Board's approval.

The Directors also have access to independent professional advice at the Company's expense in furtherance of their duties if circumstances warrant the same.

PRINCIPLE 2: THE BOARD COMPOSITION AND GUIDANCE

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

Provision 2.1, 2.2 and 2.3 (Board Composition and Independent Directors)

The Board comprises 7 Directors as of the date of this report, 4 of whom are Non-Executive Directors ("NEDs") (including the Chairman). There are 3 Independent Directors ("IDs"), namely Mr Lim Chee San (Chairman of the Board), Mr Tan Boon Hwa and I Gusti Putu Suryawirawan. A majority of the Board comprises (a) NEDs, namely, four out of 7; and (b) IDs, namely, three out of 7, which constitutes more than one-third of the Board.

The independence of each Director is reviewed annually by the NC. In consideration of the independence of each Director, the NC and the Board took into account, amongst others, each independent Director's confirmation of his independence based on the applicable provisions of the SGX-ST Listing Manual and the Code. Under the Listing Manual, a director is not independent if (a) he is or has, in the last three financial years, been employed by the company or any of its related corporations or (b) he has an immediate family member who is or has, in the last three financial years, been employed by the company or any of its related corporations, and whose remuneration is or was determined by the RC. The Code states that an independent director is independent in conduct, character and judgement and has no relationship with the company, its related corporations, its substantial shareholders or its officers that could interfere, or be reasonably perceived to interfere, with the exercise of the director's independent business judgement in the best interests of the company.

Review of Directors' independence in 2024

None of the 3 IDs is currently employed or has been employed at any time during the past three financial years by the Company or any related corporations. These 3 IDs also do not have immediate family members currently employed or have been employed at any time during the past three financial years by the Company or any of its related corporations and whose remuneration is determined by RC. The 3 IDs have also confirmed their independence in accordance with the Listing Manual, and they do not have any relationship with the Company, its related corporations, its substantial shareholders, or its officers that could interfere, or be reasonably perceived to interfere, with the exercise of their independent judgment.

The NC is satisfied that there is no relationship or other factors, such as gifts or financial assistance, business dealings, financial dependence, or relationship with the Group or the Group's management, which would impair the independence. The Board undertook a review of the independence of the 3 IDs and concurred with the NC's determination of the independence of the 3 IDs. Each of the IDs abstained from the deliberation and decision of the NC and the Board relating to his independence.

CORPORATE GOVERNANCE REPORT

Provision 2.4 (Board size and diversity)

The Company has a Board Diversity Policy in place, which endorses the principle that its Board should have a balance of skill, knowledge, experience, and diversity of perspectives to ensure effective decision-making and governance of the Company and its businesses.

The NC reviews and assesses the Board composition annually and recommends the appointment of new directors, where applicable. For new and continuing appointments, the NC will consider factors such as skills, experience, age, gender, educational and professional background, tenure of service, and other relevant personal attributes that are important and needed to support good decision-making at the Board level. Core competencies, which are considered in selecting and appointing Directors, include banking, finance, accounting, business and & management experience, industry knowledge, familiarity with regulatory requirements, risk management, audit and internal controls.

The Board does not intend to appoint persons as Directors because of their gender or age as token representatives to achieve diversity. The Board view that all Board appointments will be made on merit, considering the skills, experience, independence, and knowledge that the particular director can bring to the Board and with due regard for the benefits of diversity on the Board. As gender is an important aspect of diversity, the NC will strive to ensure that the search for candidates for Board appointments will include female candidates who meet the requirements for a new candidate.

The Company's commitment to the following targets under its Board Diversity Policy:

Gender	The current Board consists entirely of male directors. The Board has set a target to appoint one female director by 2027. The NC is working closely with Management to identify suitable candidates with the relevant knowledge and experience as part of the Board's renewal process.
Age	For the current Board, 71% of the members are over 60, 14% are below 50, and 15% are between 50 and 60. The Board values skill and experience as paramount criteria in appointing directors. Still, it acknowledges the significance of age diversity and will duly consider it alongside other factors to have 1 more director below the age of 60 by 2027. The NC is working closely with Management to identify suitable candidates with the relevant knowledge and experience as part of the Board's renewal process.
Skills and experience	The current Board comprises Directors who are business leaders and professionals with skills, experience, knowledge, and core competencies in the areas of financial, banking, real estate, investment, and accounting, which the Board has identified as critical for the Board to carry out its oversight of the business affairs and to exercise stewardship and corporate governance of the Group. The "Board of Directors" section of the Annual Report discloses a detailed description of their background and experience.

The NC has reviewed the current composition of the Board and is of the view that the current Board size is adequate in relation to the nature, size, and scope of the Company's operation and that the members comprise persons whose diverse skills, experience and attributes provide for effective direction for the Group. The current Board comprises business leaders and professionals with financial, banking, real estate, investment, and accounting backgrounds. The varied backgrounds of the Directors enable Management to benefit from their respective expertise and diverse backgrounds.

CORPORATE GOVERNANCE REPORT

Provision 2.5 (Participation of NEDs)

The NEDs participate actively at Board meetings to assist the Board in the development of the Group's strategic plans and direction and the review and monitoring of the performance of the Group and Management. To facilitate this, they are informed of the Group's businesses and performance through the monthly/half-yearly reports from the Management and have unrestricted access to Management. The NEDs (including the independent Chairman and other independent directors) may meet among themselves without the presence of the Management to provide feedback to the Board as and when the need arises.

PRINCIPLE 3: CHAIRMAN AND CHIEF EXECUTIVE OFFICER

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

Provision 3.1 and 3.2 (Roles of Chairman and CEO)

The roles of the Chairman and CEO are separate to ensure an appropriate balance of power, increased accountability, and greater capacity for the Board to make independent decisions. The Board Chairman, Mr Lim Chee San, leads the Board and facilitates its effectiveness. Mr Lim is primarily responsible for the workings of the Board by ensuring effectiveness in all aspects of its role, including setting the agenda for Board meetings in consultation with the CEO and CFO, providing sufficient time is allocated for discussion of each agenda item at Board meetings and promoting an open environment within the Boardroom for constructive discussion. As the Board Chairman, Mr Lim also promotes and leads the Company in its commitment to achieve and maintain good corporate governance.

The CEO, Mr Eugene Cho Park, is responsible for setting the corporate directions and business strategies and providing leadership and vision for the Company. He, together with a team of key management personnel, is responsible for the day-to-day management of the Company and the Group's affairs and ensures that the strategies and policies adopted by the Board are executed. The Chairman and CEO are not related.

Provision 3.3 (Lead Independent Director)

Considering that the Board Chairman is an Independent Director, the Board believes that appointing a lead independent director is not necessary. Where necessary, the independent directors meet without the presence of the other directors for independent discussions and strive to provide constructive feedback to the Board after their meetings.

PRINCIPLE 4: BOARD MEMBERSHIP

The Board has a formal and transparent process for the appointment and re-appointment of directors, considering the need for progressive renewal of the Board.

Provision 4.1 and 4.2 (NC Composition and Role)

The NC comprises three independent members, including the Chairman. The members of the NC are:

Mr I Gusti Putu Suryawirawan (Chairman)
Mr Lim Chee San
Mr Tan Boon Hwa

The primary function of the NC is to determine the criteria for identifying candidates and reviewing nominations for the appointment of directors to the Board, to decide how the Board's performance may be evaluated, and to propose objective performance criteria for the Board's approval.

CORPORATE GOVERNANCE REPORT

The NC functions under the terms of reference, which sets out its responsibilities:

- To review board succession plans for directors, in particular, the Chairman, CEO, and key management personnel;
- To develop the process for evaluation of the performance of the Board, its committees, and directors and conduct a formal assessment of the effectiveness of the Board, Board Committees, and contribution by each director;
- To review the training and professional development programs for the Board;
- To recommend to the Board for all board appointments, re-appointments and re-nominations; and
- To review the independence of the Independent Directors in accordance with the Code and Listing Rules.

Currently, there are no alternate directors on the Board.

Provision 4.3 (Selection, Appointment and Re-appointment of Directors)

The NC reviews the composition of the Board and Board committees annually, considering each director's performance and contribution and ensuring diversity of skills and experience within them.

Where there is a resignation or retirement of an existing director, the NC will re-evaluate the Board composition to assess the competencies for the replacement. The NC will deliberate and propose the candidate's background, skills, qualifications, and experience it deems appropriate. The factors taken into consideration by the NC could include, among other things, whether the new director can add to or complement the mix of skills and qualifications in the existing Board, the relevance of his experience and contributions to the business of the Company, and the depth and breadth he could bring to Board discussions. Candidates are sourced through a network of contacts and identified based on the established criteria. Search can be done through relevant institutions such as SID, professional organisations, business federations or external search consultants. New directors will be appointed through a Board resolution after the NC makes the necessary recommendation to the Board.

The Constitution of the Company provides that not less than one-third of the Directors for the time being shall retire as Directors at each AGM of the Company. In accordance with the Constitution of the Company, Mr Lim Chee San, Mr Eugene Cho Park, and Mr Axton Salim will be retiring in accordance with the Constitution by way of rotation at the 2025 AGM. Mr Lim Chee San, Mr Eugene Cho Park and Mr Axton Salim have consented to re-election.

The NC has considered the contribution and performance of Mr Lim Chee San, Mr Eugene Cho Park and Mr Axton Salim and recommended their re-election to the Board at the forthcoming 2025 AGM. Mr Lim Chee San, Mr Eugene Cho Park and Mr Axton Salim have abstained from the Board's deliberation on their re-election. Detailed information on Mr Lim Chee San, Mr Eugene Cho Park and Mr Axton Salim is on pages 10 to 16 of this Annual Report.

Provision 4.4 (Determination of Independence)

The NC reviews the independence of the IDs annually. In assessing their independence, the NC, having considered the guidelines set out in the SGX-ST Listing Manual and Code, is of the view that Mr Lim Chee San, Mr Tan Boon Hwa and Mr I Gusti Putu Suryawirawan are independent. There are no relationships identified which would deem them not to be independent. Mr Lim Chee San, Mr Tan Boon Hwa and Mr I Gusti Putu Suryawirawan have also declared independence.

CORPORATE GOVERNANCE REPORT

Provision 4.5 (Multiple Board Representations)

The NC ensures that new Directors are aware of their duties and obligations. The NC also decides if a Director is able to and has been adequately carrying out his or her duties as a Director of the company. The NC considers, and it is of the view that it would not be appropriate to set a limit on the number of directorships in listed companies that a Director may hold because directors have different capabilities and the nature of the organisations in which they hold appointments and the kind of committees on which they serve are of different complexities, and for each Director to personally determine the demands of his or her competing directorships and obligations and assess the number of directorships they could hold and serve effectively.

The NC has reviewed each Director's outside directorships, their principal commitments, and attendance and contributions to the Board. Despite the multiple directorships, the NC is satisfied that the Directors have discharged their duties adequately and satisfactorily for FY2024.

Details of the Directors' principal commitments and outside directorships are set out on pages 7 to 9 in the "Board of Directors" section of the Annual Report.

PRINCIPLE 5: BOARD PERFORMANCE

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

Provision 5.1 and 5.2 (Evaluation of Board Performance)

The NC has a formal process in place for assessing the effectiveness of the Board as a whole and peer evaluation. No external facilitator has been used for FY2024. The NC assesses the Board's performance annually using objective and appropriate performance criteria. When assessing the overall Board performance, the NC considers key criteria, which include Board composition, Directors' independence, Board's role in leadership, strategy and performance, the Board's process and governance, interaction with Management and standard of conduct. Each Director was requested to complete an evaluation form to assess the effectiveness of the Board based on the key criteria. The NC also reviewed the performance of the Board Committees against their terms of reference and the objectivity and independence in their deliberations and recommendations they presented to the Board.

The NC also evaluated the Directors' performance, focusing on the contribution of individual Directors to the Board. Each Director assessed his peers based on evaluation criteria such as level of commitment, competencies, commitment, inter-personnel relationships with other directors and management, standard of conduct, and knowledge of the Group's business and operation.

The assessment by each Director was submitted to the Company Secretary for collation and presentation to the NC for evaluation, and the overall evaluation results were presented to the Board, including its recommendations for improvements, if any. The results of the evaluation are also used by the NC, in its consultation with the Board Chairman, to review, where appropriate, the composition of the Board and Board Committees and appointment of new members and its recommendations for election/re-election of retiring Directors.

The NC is satisfied that, for FY2024, the Board and its Board Committees have been effective in conducting their respective duties, and the Directors have each contributed to their effectiveness (as applicable). The Board has accepted the NC's evaluation.

The Company does not use an external professional facilitator for the assessments of the Board, Board Committees, or individual Directors, but it will consider using such a facilitator as and when appropriate.

CORPORATE GOVERNANCE REPORT

(B) REMUNERATION MATTERS

PRINCIPLE 6: PROCEDURES FOR DEVELOPING REMUNERATION POLICIES

The Board has a formal and transparent procedure for developing policies on director and executive remuneration and fixing the remuneration packages of individual directors and key management personnel. No director is involved in deciding their remuneration.

Provision 6.1 and 6.2 (RC Composition and Role)

The RC comprises three independent members, including the Chairman. The members of the RC are:

Mr Tan Boon Hwa (Chairman)
Mr Lim Chee San
Mr I Gusti Putu Suryawirawan

The key responsibilities of the RC as set out in its terms of reference as follows:

- To recommend to the Board a framework for remuneration for the Directors and key management personnel (“**KMP**”) of the Company;
- To determine specific remuneration packages for each Executive Director (“**ED**”) and KMP;
- To review the appropriateness of compensation for Non-Executive Directors (“**EDs**”); and
- To review the remuneration of employees who are substantial shareholders or immediate family members of a director, the CEO, or substantial shareholder to ensure that the remuneration of each of such employees is commensurate with their duties and responsibilities and no preferential treatment is given to him or her.

Provision 6.3 and 6.4 (Review of Remuneration)

The RC will cover all aspects of remuneration, including but not limited to directors’ fees, salaries, allowances, bonuses, and benefits in kind. No member of the RC or any Director is involved in the deliberations regarding any resolution of his remuneration package.

Each ED or KMP has a service agreement with the Company, which can be terminated by either party giving notice of resignation/termination. The RC has reviewed the Group’s obligations arising in the event of termination of the EDs and KMP’s contracts of service to ensure that such contracts of service contain fair and reasonable termination clauses that are not overly generous.

The RC did not seek expert advice from external remuneration consultants in 2024. At its discretion, RC may seek such expert advice if the need arises.

CORPORATE GOVERNANCE REPORT

PRINCIPLE 7: LEVEL AND MIX OF REMUNERATION

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

Provision 7.1 (Remuneration of EDs and KMP)

In setting remuneration packages, the RC will consider the pay and employment conditions within the industry and in comparable companies. All the EDs, including the CEO and KMP, have service agreements with the Company. The service agreements cover the terms of employment, salaries, and other benefits.

The remuneration of EDs and KMP comprises both fixed and variable components. The variable component is performance-related and is linked to the Group/Company's and individual's performance. Such performance-related remuneration is designed to align with the interests of shareholders and promote the long-term success of the Group. EDs receive remuneration as employees of the Company and do not receive directors' fees or other remuneration from the Company or its subsidiaries.

Currently, the Company has no long-term incentive schemes or share options. The RC has reviewed and is satisfied that the existing compensation structure, with variable components paid out in cash, has continued to incentivise performance effectively.

The Company does not have claw-back provisions to reclaim incentive components of remuneration from its EDs and KMP.

Provision 7.2 (Remuneration of NEDs and IDs)

All the NEDs have no service contract and are compensated with directors' fees taking into consideration their respective contributions and attendance at meetings. Additional fees are paid for serving as the chairman or member of the Board committees according to the level of responsibilities and expected time spent for the respective roles.

The RC reviews the directors' fees for NEDs to ensure the remuneration is commensurate with their contribution and responsibilities. The directors' fees are subject to approval by the shareholders of the Company as a lump sum at each AGM of the Company.

The RC has reviewed the fee structure for NEDs as reflective of their responsibilities and work commitments without over-compensation to the extent that their independence will be compromised and recommends the directors' fees for FY2024 to the Board for tabling at the forthcoming AGM for shareholders' approval.

The RC considers that the current fee structure adequately compensates the NEDs, and given the size and operations of the Company, any implementation of schemes to encourage non-executive directors to hold shares in the Company may result in over-compensation. The RC will consider recommending such schemes if appropriate.

Provision 7.3 (Appropriate remuneration to attract, retain and motivate directors and KMP)

The RC is satisfied that the remuneration structure of the EDs and KMP as described under Provision 7.1 and that the NEDs as described under Provision 7.2 are appropriate to attract, retain and motivate the Directors to continue in their role as stewards of the Company and the KMP to contribute to the performance of the Group.

CORPORATE GOVERNANCE REPORT

PRINCIPLE 8: DISCLOSURE OF REMUNERATION

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 (Disclosure of Remuneration)

The remunerations paid to or accrued to the Directors for FY2024 are as follows:

	Salary inclusive of employer's CPF S\$	Bonus and other benefits inclusive of employer's CPF S\$	Director's Fees S\$	Total S\$
CEO and Directors				
Eugene Cho Park	798,312	941,060	–	1,739,372
Gianto Gunara	780,312	937,350	–	1,717,662
Choo Kok Kiong	784,800	935,412	–	1,720,212
Sub-total	2,363,424	2,813,822	–	5,177,246
Non-Executive Directors				
Lim Chee San ⁽¹⁾	–	–	120,833	120,833
Tan Boon Hwa ⁽²⁾	–	–	73,751	73,751
I Gusti Putu Suryawirawan ⁽²⁾	–	–	69,583	69,583
Axton Salim*	–	–	55,000	55,000
Lim Hock San ⁽³⁾	–	–	45,000	45,000
Mr Foo Ko Hing ⁽³⁾	–	–	35,833	35,833
Dr Tan Chin Nam ⁽³⁾	–	–	18,333	18,333
Sub-total	–	–	418,333	418,333
Total	2,363,424	2,813,822	418,333	5,595,579

(1) Pro-rated for the period from 29 April 2024 to 31 December 2024 for the appointment as Chairman of the Board and ARMC.

(2) Pro-rated for the period from 29 April 2024 to 31 December 2024, following the appointment as directors and subsequent changes in the NC committee.

(3) Pro-rated for the period from 1 January 2024 to 29 April 2024, following the retirement on 29 April 2024.

* Mr Axton Salim, NED of the Company, is an immediate family member of Mr Anthoni Salim, the substantial shareholder of the Company.

CORPORATE GOVERNANCE REPORT

The remunerations paid to or accrued to the top five KMP (who are not directors of the Company or the CEO) for FY2024 are as follows:

	Salary	Bonus	Other Benefits	Total
	%	%	%	%
S\$250,000 to S\$500,000				
Executive 1	76	24	–	100
Executive 2	70	27	3	100
Executive 3	80	17	3	100
Executive 4	69	27	4	100
Executive 5	74	23	3	100

The Code recommends that the Company name and disclose the remuneration of at least the top five KMP in bands of S\$250,000.

The remuneration of all the Company's top 5 KMP is above S\$250,000. The total remuneration paid to the top 5 KMPs in 2024 is approximately S\$1,805,764.

The Company has not disclosed the names of the KMP individually. The Company has many competitors in the same industry, which are private companies. By disclosing the top five KMP individually in bands of S\$250,000, the Company is susceptible to poaching of its personnel in a highly competitive marketplace vying for talent. The competitors have publicly available information on the profile of the Company's KMP and remuneration benchmark. The Company does not have similar information and is seriously disadvantaged compared to its competitors in retaining and recruiting key personnel. Loss of its key personnel involves considerable loss of operational know-how and cost in recruiting similar talent, as well as a gestation period for new key personnel to be fully inducted into the Company's work practices. All this would impact its business competitive edge vis-à-vis its competitors. Disclosure of the names of the KMP will not be in the interest of the Company from a business perspective. The Company believes the above disclosure provides a balance between the interest of the Company and the provision of information to shareholders and is consistent with the intent of Principle 8 of the Code.

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

Other than Mr Axton Salim, NED, whose remuneration is disclosed in the foregoing, no Company or its subsidiaries employee is a substantial shareholder or an immediate family member of a Director, the CEO or a substantial shareholder whose remuneration exceeds S\$100,000 for FY2024.

Provision 8.3 (Employee share schemes)

The Company does not have an employee share scheme. The RC has reviewed and is satisfied that the existing compensation structure with variable components paid out in cash has continued to be effective in incentivising employees' performance without being excessive.

CORPORATE GOVERNANCE REPORT

(C) ACCOUNTABILITY AND AUDIT

PRINCIPLE 9: RISK MANAGEMENT AND INTERNAL CONTROLS

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

Provision 9.1 (Risk Management and Internal Control Systems)

The Board is responsible for the governance of risks and sets the direction for the Group in the way risks are managed in the Group's businesses to safeguard its assets and shareholder's interests. The ARMC functions as the Risk Committee and has been tasked to assist the Board in overseeing the governance of risks and monitor the Group's risks through its risk management framework and internal controls systems. The ARMC, with the assistance of the internal and external auditors:

- reviews and recommends updates to the Group's risk governance approach and risk management framework;
- reviews significant strategic, financial, operational, regulatory/compliance and information technology risks for the Group;
- reviews the Management's assessment of risks and Management's action plans to mitigate such risks;
- supports the Board in setting risk appetite for significant risks;
- reviews the adequacy and effectiveness of the Group's risk management and material internal controls addressing financial, operational, regulatory/compliance and information technology risks; and
- reports to the Board on matters, findings and recommendations relating to risk management.

The Group has a system of internal control and risk management framework for ensuring proper accounting records, reliable financial information, and management of business risks to safeguard shareholders' investments and the Company's assets. The implemented risk management framework provides for systematic and structured review and reporting of the assessment of the degree of risk, evaluation, and effectiveness of controls in place and the requirements for further controls. Reviewing the Group's internal controls and risk management framework is continuing. The internal controls (including the financial, operational, compliance and information technology controls) and risk management systems adopted by the Group are designed to manage rather than eliminate the risk of failure to achieve key business objectives. The internal controls and risk management systems are designed to provide reasonable, but not absolute, assurance as to material financial, operational, compliance and information technology risks. No such system can provide absolute assurance against material errors and other situations not currently within the contemplation or beyond the control of the Board.

Provision 9.2 (Assurances to the Board)

The Board has received written assurances:

- (a) from the CEO and CFO that the Group's financial records have been adequately maintained and the financial statements give a true and fair view of the Group's operations and finances; and
- (b) from the CEO and Chief Risk Officer ("CRO") that the Group's internal controls (including financial, operational, compliance and information technology controls) and risk management systems were adequate and effective in addressing the financial, operational, compliance and information technology risks within the current scope of the Group's business operations for FY2024.

CORPORATE GOVERNANCE REPORT

The ARMC has reviewed the adequacy and effectiveness of the Group's risk management and material internal controls that address financial, operational, regulatory/compliance, and information technology risks. The Group's internal and external auditors assisted the ARMC by providing reports on the findings raised during their audits of the Company and its significant subsidiaries.

With regard to the reviews carried out by the ARMC and the written assurances from the Management, the Board, with the concurrence of the ARMC, is of the opinion that the Group's internal controls addressing financial, operational, regulatory/compliance and information technology risks and risk management systems were adequate and effective as at 31 December 2024. For FY2024, no material weaknesses were identified in the Group's internal controls or risk management systems.

PRINCIPLE 10: AUDIT AND RISK MANAGEMENT COMMITTEE

The Board has an Audit and Risk Management Committee, which discharges its duties objectively.

Provision 10.1 and 10.2 (Composition of ARMC)

The ARMC is comprised of three independent members, including the Chairman. The members of the ARMC are:

Mr Lim Chee San (Chairman)
Mr Tan Boon Hwa
Mr I Gusti Putu Suryawirawan

All the members of ARMC have recent and relevant accounting or related financial management expertise or experience. The ARMC Chairman is a Fellow of the Association of Chartered Certified Accountants, UK, and a Singapore Institute of Chartered Accountants member. He holds a Bachelor of Law Degree (Honours) from the University of London and is a Barrister-at-law in England. He has extensive accounting and legal experience. Mr Lim has extensive expertise in both accounting and law, with a diverse career spanning over 40 years. Throughout this time, he has been an accountant, banker, and lawyer, bringing a unique blend of financial and legal knowledge to his work. He also has many years of experience as an auditor with a large international accounting firm. His multidisciplinary background equips him with a deep understanding of accounting and auditing, financial management and regulatory frameworks.

Mr Tan Boon Hwa has extensive experience in banking, investment, and finance, having held various roles in various banks throughout his career. His profound expertise in these sectors has been honed over years of hands-on financial management and advisory involvement. Additionally, Mr Tan is a qualified member of the Australian Society of Certified Practising Accountants, further solidifying his professional credentials in accounting and finance.

Mr I Gusti Putu Suryawirawan previously served as a Director and Special Assistant in various departments in Indonesia's Ministry of Trade, where he developed significant expertise in regulatory compliance, financial oversight, and governance. His extensive background in overseeing compliance, financial management, and policy implementation equips him with a strong understanding of risk management and internal controls. These skills make him well-suited to serve as a member of the ARMC, where his expertise will contribute to the Committee's ability to ensure financial integrity, regulatory compliance, and effective oversight of the Company.

The profile of the ARMC Chairman and its members is set out in the "Board of Directors" section of this annual report. The Board is satisfied that all ARMC members are appropriately qualified to discharge their responsibilities.

CORPORATE GOVERNANCE REPORT

The ARMC performs the functions set out in the Companies Act and the Code relating to the audit committee. It has written terms of reference which set out its authorities and duties. Its responsibilities include:

- To review the financial statements of the Company and the Group, in particular, significant financial reporting issues and judgments to ensure the integrity of the financial statements and any announcements relating to the Group's financial performance before submission to the Board;
- To review the audit plans of the Company with the internal and external auditors and the internal and external auditors' reports;
- To review, at least annually with the internal and external auditors, the adequacy and effectiveness of the company's internal controls and risk management systems;
- To review the adequacy, effectiveness, independence, scope, and results of the external audit and the company's internal audit function;
- To review and discuss with the internal and external auditors any suspected fraud or irregularity, or suspected infringement of any relevant laws, rules, or regulations;
- To review the assurances from the CEO and CFO on the financial records and financial statements and from the CEO and Chief Risk Officer on the risk management system;
- To review the adequacy of the finance functions and the quality of finance staff and cooperation given by the Company's management to the internal and external auditors;
- To make recommendations to our Board on the appointment, re-appointment, and removal of the internal and external auditors;
- To review interested person transactions and potential conflicts of interest;
- To undertake such other reviews and projects as may be requested by the Board and report to the Board its findings from time to time on matters arising;
- To generally undertake such other functions and duties as may be required by the statute, regulations or the Listing Manual or by such amendments as may be made thereto from time to time;
- To review the Group's sustainability report and the assurance provided by the internal auditors in relation to the internal review of the Group's sustainability reporting processes;
- To review arrangements by which the staff of the Company may, in confidence, raise concerns about possible improprieties in matters of financial reporting; and
- To review whistle-blowing policy and procedures and arrangements that are in place by which employees and officers of the Group may, in confidence, raise concerns about possible improprieties in matters of financial reporting or any other matters

The ARMC has the authority to investigate any matters within its terms of reference, has full access to and cooperation from management, and has full discretion to invite any director or executive officer to attend its meetings.

CORPORATE GOVERNANCE REPORT

Independence of external auditors

The Company appoints Foo Kon Tan LLP (“**FKT**”), a firm registered with the Accounting and Corporate Regulatory Authority, to conduct its audit on its financial statements, its Singapore-incorporated subsidiaries, and other suitable audit firms for its significant foreign-incorporated subsidiaries and associate companies. The Company has complied with Rules 712, 715 and 716 of the Listing Manual in relation to the appointment of its audit firms for the Group.

The ARMC assesses the independence of the external auditors annually. The aggregate amount of fees paid and payable by the Group to the external auditors for FY2024 was approximately S\$1,109,000, of which audit fees amounted to approximately S\$914,000 and non-audit fees amounted to approximately S\$195,000. The ARMC has reviewed the range and value of non-audit services rendered by the external auditors and is satisfied that the nature and extent of such services will not impair the independence of the external auditors. The ARMC has recommended to the Board the re-appointment of the external auditors for FY2025 at the forthcoming AGM.

Whistle-Blowing

The Group has a whistleblowing policy and procedures to create a work environment that allows employees, customers, service providers, vendors, and other stakeholders to raise concerns on misconduct, irregularities, or malpractices without fear of harassment and/or victimisation and with an assurance that their concerns will be taken seriously and investigated and outcome duly communicated. The policy has established procedures for the employees to raise concerns or complaints about possible irregularities to their supervisors, the Human Resource Department, or the Legal Department. The recipient of such complaints shall forward them promptly to the ARMC Chairman. The employees may confidentially and anonymously submit such concerns or complaints in writing to the ARMC Chairman.

ARMC will form an independent investigating team, and if ARMC deems it appropriate, it may engage an independent adviser to assist in the investigation and evaluation of the complaint. Following the investigation and evaluation of the complaint conducted by an independent investigating team mandated by the ARMC Chairman, the ARMC Chairman shall report to the ARMC on recommended disciplinary or remedial action, if any. The action determined by the ARMC to be appropriate shall then be brought to the Board or appropriate members of senior management for authorisation and implementation, respectively. The Group will treat the information received confidentially and protect the whistleblower’s identity. No employee shall suffer reprisal for raising concerns in good faith, even if mistaken.

The ARMC reviews all whistleblowing complaints, if any, at its half-yearly meeting. The policy is communicated to all employees as part of the Group’s efforts to promote a culture of openness, accountability, and integrity.

Provision 10.3 (Partners or Directors of the Company’s Auditing Firm)

None of the members nor the Chairman of the ARMC are former partners or directors of the Group’s auditing firms or hold any financial interest in the Group’s auditing firms.

Provision 10.4 (Internal Audit Function)

The Company’s internal audit function is outsourced to an external professional firm, PricewaterhouseCoopers, Indonesia (“**PwC Indonesia**”). PwC Indonesia, a member firm of the PwC global network, has extensive capabilities and expertise in providing internal audit, enterprise risk management services, governance, risk and compliance. The engagement partner has more than 16 years of audit and advisory experience. Internal audit team members also have relevant academic qualifications, professional certifications and internal audit experience. The primary reporting line of the internal audit function is to ARMC. ARMC reviews and approves the annual internal audit plan proposed by PwC Indonesia. PwC Indonesia performs internal audits in accordance with the Standards for Professional Practice of Internal Auditing as prescribed by the Institute of Internal Auditors (“**IIA**”).

CORPORATE GOVERNANCE REPORT

PwC Indonesia assists the ARMC to:

- assess if adequate systems of internal controls are in place to protect the assets of the Group and to ensure control procedures are complied with;
- assess if operations of the business processes under review are conducted efficiently and effectively;
- identify and recommend improvement to internal control procedures, where required; and
- review the Group's sustainability reporting processes as required by the Listing Rules of the SGX-ST.

The ARMC's terms of reference provide for its review and approval of the appointment, termination, and remuneration of PwC Indonesia. PwC Indonesia has unrestricted access to all the Company's documents, records, properties, and personnel, including access to the ARMC, and has appropriate standing within the Company. ARMC has received confirmation from PwC Indonesia of its independence and is satisfied that the Company's internal audit function, outsourced to PwC Indonesia, is independent, adequately resourced, and effective. The ARMC reviews the effectiveness and adequacy of the internal audit function annually to ensure that the internal audits are conducted effectively and the management takes remedial actions to address any internal control weaknesses that have been identified. Based on the assessment conducted in 2024, the ARMC is satisfied with the quality and effectiveness of the internal audit function and that the internal audit function has adequate resources and appropriate independence within the Group to perform its function properly.

Provision 10.5 (Meeting with External and Internal Auditors without the presence of Management)

The ARMC meets with the external and internal auditors, without the presence of Management, at least annually.

(D) SHAREHOLDER RIGHTS AND ENGAGEMENT

PRINCIPLE 11: SHAREHOLDER RIGHTS AND CONDUCT OF MEETINGS

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

Provision 11.1 (General Meetings)

The Company is committed to treating its shareholders fairly and equitably by recognising, protecting and facilitating the exercise of shareholders' rights. To facilitate the exercise of shareholders' rights, the Company ensures that all material information relating to the Group and its financial performance is disclosed in a timely manner via SGXNet to provide its shareholders with a balanced and understandable assessment of the Group's financial performance, position and prospects.

The Company's general meetings are the principal forum for dialogues with its shareholders, where the Board and Management address shareholders' concerns, if any, and seek shareholders' views or inputs. Notices of general meetings that set out the resolutions to be tabled to shareholders for approval, together with the proxy forms, annual reports, and circulars, can be accessed on the Company's website and the SGX-ST website.

The Company conducts electronic poll voting for all the resolutions proposed at its general meetings to promote effective shareholders' participation and greater transparency in the voting process. Electronic voting procedures are presented at the general meetings before the commencement of voting. Votes cast for or against each resolution will be validated by an independent scrutineer and displayed on the screen at general meetings. The results of the votes cast on the resolutions are also announced via SGXNet after the general meetings.

CORPORATE GOVERNANCE REPORT

The arrangements for the forthcoming AGM will be the same as that for the 2024 AGM. The forthcoming AGM will be held in a wholly physical format at a physical location for the participation of shareholders in person or by proxy. Shareholders could submit questions in advance of or during the AGM. The Company will address all substantial and relevant questions submitted by shareholders before the AGM by publishing its responses on the Company's website and on SGXNet before the AGM. The Company's responses to questions at the AGM will be recorded in the Company's minutes of the AGM and published on the Company's website and SGXNet within one month of the AGM.

The arrangements relating to attendance and voting at the AGM, appointment of proxies, submission of questions in advance of the AGM, addressing substantial and relevant questions, and access to documents are set out in the Company's Notice of AGM.

Provision 11.2 (Separate Resolutions at General Meetings)

The Company tables separate resolutions at the general meeting of shareholders on each substantially separate issue unless the issues are interdependent and linked so as to form one significant proposal. Where the resolutions are "bundled" (if any), the Company explains the reasons and material implications in the meeting notice. Each item of special business included in the notice of the meeting will be accompanied by a full explanation regarding the effect of the proposed resolution in respect of such business.

Provision 11.3 (Attendance of Directors and Auditors at General Meetings)

All Directors, including the members of the respective Board Committees, are present at general meetings to address queries from the shareholders. The external auditors are also present to address shareholders' queries, if any, on the conduct of the audit and the preparation and the auditors' report. In 2024, all Directors, including the Chairman of the Board, the CEO and the respective Chairmen of the ARMC, NC and RC, were present at the AGM to address any questions that shareholders may have. The Company's external auditors were also present at the Company's AGM to assist the Board in addressing any queries raised by shareholders.

Provision 11.4 (Absentia Voting)

The Company's Constitution permits voting in absentia by appointment of proxy. Under the Constitution, a shareholder may appoint up to two proxies to attend and vote on his/her behalf at the meeting through proxy forms deposited with the Company at least 72 hours prior to the meeting. Relevant intermediaries that include certain corporations holding licences for the provision of custodial services for securities and the CPF Board in respect of the purchase of shares on behalf of CPF investors may appoint multiple proxies to attend and vote at the AGM.

Provision 11.5 (Minutes of General Meetings)

The Company prepares minutes of its general meetings, which include the key comments and queries raised by shareholders and responses from the Board and Management. The minutes of general meetings are available on the Company's website and SGX website as soon as practicable, within one month after the meetings.

Provision 11.6 (Dividend Policy)

The Company does not have a formal dividend policy. Before recommending a dividend, the Board will evaluate factors such as the Group's financial performance, liquidity, capital expenditure commitments, and debt repayment obligations. The notice for the upcoming AGM does not include a dividend declaration for FY2024, as the Company is prioritising its cash resources to develop its Utilities and Industrial Parks businesses further. The Company will consider declaring dividends when its cash position allows.

CORPORATE GOVERNANCE REPORT

PRINCIPLE 12: ENGAGEMENT WITH SHAREHOLDERS

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

Provision 12.1 (Shareholder Communication)

The Company provides shareholders with periodic financial results in accordance with the timelines prescribed in the SGX-ST Listing Manual. The Company reports its financial results on a half-year basis. The Company's results for the first half year ("1H") are released to shareholders within 45 days of the end of 1H, whilst the full-year results are released within 60 days from the financial year-end. The Company aims to provide the shareholders with a balanced and understandable assessment of the Group's performance and financial position when presenting the Group's financial results.

The Company ensures that shareholders are informed of all material developments relating to the Company and Group accurately and timely. Should an inadvertent disclosure be made to a select group, the Company will release the same information promptly via SGXNet. The financial statements, material and price-sensitive information, and presentation material for the Company's AGM are disseminated and publicly released via SGXNet on a timely basis. All the shareholders are notified of the Company's AGM, and the documents relating thereto are made available on the Company's corporate website and SGX website.

Provision 12.2 and 12.3 (Investor Relations)

The Company has an investor relations policy which facilitates communication with shareholders and the investment community. The Company regularly conveys information on its financial performance, financial results, annual reports, sustainability reports, press releases, and other announcements to shareholders and the investment community, which are uploaded onto SGXNet and the Company's website. The Company's designated Investor Relations contact, email at gallant@gallantventure.com and contact number at (65) 63893535 is available on the Company's website to facilitate with the shareholders and the investors.

The Company may also participate in investor seminars, conferences, and roadshows as and when appropriate to keep the market and investors apprised of the Group's developments.

(E) MANAGING STAKEHOLDERS RELATIONSHIP

PRINCIPLE 13: ENGAGEMENT WITH STAKEHOLDERS

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

Provision 13.1 and 13.2 (Engage with its Material Stakeholder Groups)

The Board recognises that the interests of other parties, such as employees, customers, suppliers, and the local community, are essential to the company's value creation. The Company has arrangements to identify and engage with its material stakeholder groups and manage its relationships with such groups. This is done by the various business units on an ongoing basis in the course of their business with suppliers, customers and the local community for corporate social responsibility ("CSR") programs and on an annual basis in conjunction with the Company's preparations for sustainability reporting.

Details of the Group's key stakeholders, areas of focus and methods of engagement with stakeholders can be found in our Sustainability Report 2024 in the Annual Report.

CORPORATE GOVERNANCE REPORT

Provision 13.3 (Corporate Website to Communicate and Engage with Stakeholders)

The Company maintains a current corporate website at <http://www.gallantventure.com/> to communicate and engage with stakeholders.

(F) DEALINGS IN SECURITIES

The Company has internal guidelines on dealings in the Company's securities by its Directors, officers, and relevant employees of the Group. The guidelines are issued to all Directors of the Company, the officers, and relevant employees of the Group. The Directors, officers and relevant employees are prohibited from dealing in the Company's Securities one month before the release of the Company's half-year and full-year financial statements. Directors, officers, and relevant employees are also reminded always to observe insider trading laws and not to deal with the Company's securities when possessing any unpublished price-sensitive information regarding the Group or on short-term considerations. The Company issues periodic reminders to its Directors, officers, and relevant employees on the restrictions in dealings in listed securities of the Group as set out above. The Company confirms it has complied with Rule 1207(19) of the SGX-ST Listing Manual in not dealing in its securities during the restricted dealing periods.

(G) INTERESTED PERSON TRANSACTIONS ("IPTs")

The Company has an internal policy for identifying, evaluating, reviewing, appraising, and reporting IPTs. The ARMC has reviewed the Group's IPTs to ensure that the transactions were executed at normal commercial terms and did not prejudice the interests of the Group and its minority shareholders. The ARMC is satisfied that the internal controls in relation to IPTs were effective.

The ARMC confirmed that an independent financial adviser's opinion is not required for the renewal of the Company's IPT Mandate as the methods and procedures for determining the transaction prices of IPTs conducted under the IPTs Mandate have not changed since the last shareholder approval for the IPTs Mandate at the AGM held on 29 April 2024 and such methods and procedures continue to be sufficient to ensure that these IPTs will be carried out on normal commercial terms and will not be prejudicial to the interests of the Company and its minority shareholders.

Particulars of IPTs required to be disclosed under Rule 907 of the Listing Manual are as follows:

CORPORATE GOVERNANCE REPORT

Name of interested Person	Nature of Relationship	The aggregate value of all interested person transactions entered into during the financial year under review (excluding transactions less than S\$100,000 and transactions conducted under Shareholders' Mandate pursuant to Rule 920 of the Listing Manual)	The aggregate value of all interested person transactions conducted under Shareholder's Mandate pursuant to Rule 920 of the Listing Manual (excluding transactions less than S\$100,000)
		S\$'000	S\$'000
Sales of Goods and Services			
Salim Group	See Note ⁽¹⁾	N.A	6,184
IMAS Group	See Note ⁽²⁾	N.A	4,507
Purchase of Goods and Services			
Salim Group	See Note ⁽¹⁾	N.A	62,303
IMAS Group	See Note ⁽²⁾	N.A	8,404
Interest Income			
Salim Group	See Note ⁽¹⁾	N.A	1,769
Dividend Income			
IMAS Group	See Note ⁽²⁾	N.A	20,462

Notes:

(1) Salim Group refers to Mr Anthoni Salim and the group of companies controlled by him or, if the context requires, Mr Anthoni Salim.

(2) IMAS Group refers to PT Indomobil Sukses Internasional Tbk, its subsidiaries and associate companies.

(H) MATERIAL CONTRACTS

Save as may be disclosed in this Annual Report, including the Appendix relating to the proposed renewal of the interested person transactions mandate, there were no material contracts entered into by the Company or its subsidiary companies involving the interests of the Chief Executive Officer, any Directors or controlling shareholders of the Company which were still subsisting at the end of FY2024, or if not then subsisting, entered into since the end of FY2024.

DIRECTORS' STATEMENT

For the financial year ended 31 December 2024

We are pleased to present this statement to the members together with the audited consolidated financial statements of Gallant Venture Ltd. (the "Company") and its subsidiaries (collectively, the "Group") and the statement of financial position of the Company for the financial year ended 31 December 2024.

In the opinion of the Directors,

- (a) the accompanying consolidated financial statements of the Group and 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 Company and of the Group as at 31 December 2024 and the financial performance, changes in equity and cash flows of the Group for the financial year ended on that date in accordance with the provisions of the Singapore Companies Act 1967 (the "Act") and Singapore Financial Reporting Standards (International) ("SFRS(I)"); 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, as disclosed in Note 3.1 Judgements used in applying accounting policies – (a) Going concern.

The Board of Directors has, on the date of this statement, authorised these financial statements for issue.

Names of Directors

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

Mr Lim Chee San (Non-Executive Chairman and Independent Director)
 Mr Eugene Cho Park (Executive Director and Chief Executive Officer)
 Mr Gianto Gunara (Executive Director and Chief Operating Officer)
 Mr Choo Kok Kiong (Executive Director and Chief Financial Officer)
 Mr Axton Salim (Non-Executive Director)
 Mr Tan Boon Hwa (Non-Executive and Independent Director)
 Mr I Gusti Putu Suryawirawan (Non-Executive and Independent Director)

Arrangements to enable Directors to acquire shares or debentures

During and at the end of the financial year, neither the Company nor any of the subsidiaries was a party to any arrangement which the object of which was to enable the Directors to acquire benefits through the acquisition of shares in or debentures of the Company or of any other corporate body, other than as disclosed in this statement.

DIRECTORS' STATEMENT

For the financial year ended 31 December 2024

Directors' interests in shares or debentures

According to the Register of Directors' Shareholdings kept by the Company under Section 164 of the Act, none of the Directors who held 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:

	Number of ordinary shares registered in the name of Director or nominee		Number of ordinary shares in which Director is deemed to have an interest	
	At 1.1.2024 or date of appointment if later	As at 31.12.2024 and 21.1.2025	At 1.1.2024 or date of appointment if later	As at 31.12.2024 and 21.1.2025
The Company				
Eugene Cho Park	200,000	200,000	–	–
Gianto Gunara	200,000	300,000	–	–

Share options scheme

There was no share options granted during the financial year to subscribe for unissued shares of the Company or of its subsidiaries.

There were no shares issued during the financial year by virtue of the exercise of options to take up unissued shares of the Company.

There were no unissued shares under option at the end of the financial year.

Audit and Risk Management Committee

The Audit and Risk Management Committee ("ARMC") at the end of the financial year comprises the following members:

Mr Lim Chee San (Chairman)
Mr Tan Boon Hwa
Mr I Gusti Putu Suryawirawan

The ARMC performs the functions set out in Section 201B (5) of the Act, the SGX Listing Manual and the Code of Corporate Governance. In performing those functions, the committee performed the following:

- (i) reviewed the overall scope of both the internal and external audits and the assistance given by the Company's officers to the auditors. It met with the Company's internal and external auditors to discuss the results of their respective examinations and their evaluation of the Company's system of internal accounting controls;
- (ii) reviewed the audit plan of the Company's independent auditor and any recommendations on internal accounting controls arising from the statutory audit;
- (iii) reviewed the reliability and integrity of the financial statements;

DIRECTORS' STATEMENT

For the financial year ended 31 December 2024

Audit and Risk Management Committee (Cont'd)

- (iv) reviewed the effectiveness of the Company's and the Group's material internal controls, including financial, operational, compliance and information technology controls and risk management via reviews carried out by the internal auditors;
- (v) met with the external auditor, other committees, and management in separate executive sessions to discuss any matters that these groups believe should be discussed privately with the ARMC;
- (vi) reviewed legal and regulatory matters that may have a material impact on the financial statements, related compliance policies and programmes and any reports received from regulators;
- (vii) reviewed the cost effectiveness and the independence and objectivity of the external auditor;
- (viii) reviewed the nature and extent of non-audit services provided by the external auditor;
- (ix) recommended to the board of directors the external auditor to be nominated, approved the compensation of the external auditor, and reviewed the scope and results of the audit;
- (x) reported actions and minutes of the ARMC to the board of directors with such recommendations as the ARMC considered appropriate; and
- (xi) reviewed the interested person transactions (as defined in Chapter 9 of the Listing Manual of the Singapore Exchange).

The ARMC has full access to management and is given the resources required for it to discharge its functions. It has full authority and the discretion to invite any Director or executive officer to attend its meetings.

The ARMC also recommends on the appointment of the external auditor and reviews the level of audit and non-audit fees. It is satisfied with the independence and objectivity of the external auditor and has recommended to the Board of Directors that the external auditor, Foo Kon Tan LLP, is to be nominated for re-appointment at the forthcoming Annual General Meeting of the Company.

Full details regarding the ARMC are provided in the Report on Corporate Governance.

In appointing the auditors for the Company, the subsidiaries and the significant associate companies, Rules 712, 715 and 716 of the SGX Listing Manual have been complied.

DIRECTORS' STATEMENT

For the financial year ended 31 December 2024

Independent auditor

The independent auditor, Foo Kon Tan LLP, Public Accountants and Chartered Accountants, has expressed its willingness to accept re-appointment.

On behalf of the Directors

Eugene Cho Park

Choo Kok Kiong

Dated: 4 April 2025

INDEPENDENT AUDITOR'S REPORT

To the members of Gallant Venture Ltd.

Report on the Audit of the Financial Statements

Opinion

We have audited the accompanying financial statements of Gallant Venture Ltd. (the "Company") and its subsidiaries (the "Group"), which comprise the statements of financial position of the Company and the Group as at 31 December 2024, the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows of the Group for the financial 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 Singapore Companies Act 1967 (the "Act") and Singapore Financial Reporting Standards (International) ("SFRS(I)") so as to give a true and fair view of the consolidated financial position of the Group and the financial position of the Company as at 31 December 2024 and the consolidated financial performance, consolidated changes in equity and consolidated cash flows of the Group for the financial year ended on that date.

Basis for Opinion

We conducted our audit in accordance with Singapore Standards on Auditing ("SSA"). 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.

(a) Impairment assessment of investments in subsidiaries (Note 8) of the Company and associates (Note 9) of the Company and of the Group

As at 31 December 2024, the Company's investments in subsidiaries and associates amounted to S\$1.13 billion and S\$398.0 million, respectively, which represents about 71% and 25% of the Company's total assets. As at 31 December 2024, the Group's investments in associates amounted of S\$371.5 million, which represent about 25% of the Group's total assets.

The Company has assessed for impairment indications in the investments in subsidiaries and associates and has concluded that impairment indications existed in certain subsidiaries. The investments in these subsidiaries are then tested for impairment which involves the estimation of their recoverable amounts.

INDEPENDENT AUDITOR'S REPORT

To the members of Gallant Venture Ltd.

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

Key Audit Matters (Cont'd)

(a) Impairment assessment of investments in subsidiaries (Note 8) of the Company and associates (Note 9) of the Company and of the Group (Cont'd)

An impairment loss is recognised for the amount by which the carrying amount of a cash-generating-unit ("CGU") exceeds its recoverable amount, defined as the higher of "value-in-use" ("VIU") and "fair value less costs of disposal" ("FVLCD"). A CGU is defined as the smallest identifiable group of assets that generates cash inflows that are largely independent of the cash inflows from other assets or groups of assets. The VIU estimation is based on management approved 5-year cash flow projections incorporating key assumptions, such as the growth rate, terminal value and discount rate of the CGU, in order to calculate the present value of the CGU's future cash flows. The FVLCD estimation is based on the CGU's revalued net assets value.

The Company has also assessed for indications that an impairment loss previously recognised may no longer exist or may have decreased and has concluded that such indications exist in certain subsidiaries and associates. The recoverable amount of these subsidiaries and associates are then estimated to determine the amount of the reversal of impairment loss. An impairment loss is reversed only to the extent that the increased carrying amount of the CGU does not exceed the carrying amount that would have been determined had no impairment loss been recognised in prior years.

The impairment assessment of investments in subsidiaries and associates involves significant judgement and estimation uncertainty in the methodology and assumptions used.

How the matter was addressed in the audit

Our audit procedures included among others, assessing the appropriateness of the CGUs identified by management. We evaluated whether there had been significant changes in the factors considered by management in assessing whether indications of impairment exist or no longer exists for investment in subsidiaries of the Company and associates of the Company and of the Group.

We engaged auditor's expert to evaluate the recoverable amount prepared by management and the inputs and assumptions used. We assessed whether the auditor's expert has the necessary competency and objectivity for our purposes. We also obtained an understanding of the nature and scope of objectives of that expert's work and evaluating the adequacy of that work.

In the computation of VIU as the recoverable amount, the Company had taken into account the indicative market prices of their goods, and used inputs, such as market growth rate, weighted average cost of capital and the historical, present and future economic factors, typical of similar industry. For FVLCD as the recoverable amount, the revalued net assets value is determined based on the fair value of the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the reporting date. The Company referred to indicative market prices for non-financial assets to estimate their fair value.

INDEPENDENT AUDITOR'S REPORT

To the members of Gallant Venture Ltd.

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

Key Audit Matters (Cont'd)

(a) **Impairment assessment of investments in subsidiaries (Note 8) of the Company and associates (Note 9) of the Company and of the Group (Cont'd)**

How the matter was addressed in the audit (Cont'd)

Through our auditor's expert, we assessed reasonableness of the valuation techniques applied, estimates adopted, and assumptions used to arrive at the recoverable amounts of the CGUs. We checked the arithmetical accuracy of the recoverable amount calculations.

We also reviewed the adequacy of disclosure information on investments in subsidiaries and associates included in Note 8 and Note 9, respectively, to the financial statements.

(b) **Net realisable value of land inventories (Note 12) of the Group**

As at 31 December 2024, the land inventories of the Group amounted to S\$604.4 million, representing about 41% of the Group's total assets. The Group's land inventories are mainly located in Bintan island in Indonesia. Land inventories are measured at the lower of cost and net realisable value. Net realisable value is the estimated selling price in the ordinary course of business, based on market prices, less the estimated costs of completion and the estimated costs necessary to make the sale.

The determination of the net realisable value of these land inventories requires management to make assumptions and estimates in deriving the budgeted costs to completion and to be incurred for their sales, and the estimated selling prices and demand. These assumptions and estimates involve significant judgement and estimation uncertainty.

How the matter was addressed in the audit

We evaluated the objectivity and independence of the external valuers and also considered the qualification and competency of the external valuers engaged.

We considered the appropriateness of the valuation techniques used by the external valuers for the land inventories. We reviewed the reasonableness of the inputs used by the external valuers by reference to historical data and considered whether these inputs are consistent with the current market environment. The inputs used included recently transacted selling prices of these land and prices of comparable land located in the vicinity, and land specific factors adjustment, if any.

We also reviewed the adequacy of disclosure information on land inventories included in Note 12 to the financial statements.

INDEPENDENT AUDITOR'S REPORT

To the members of Gallant Venture Ltd.

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

Key Audit Matters (Cont'd)

(c) Impairment assessment of property, plant equipment (Note 5) and right-of-use assets (Note 6) of the Group

As at 31 December 2024, the Group's property, plant and equipment and right-of-use assets amounted to S\$150.5 million and S\$5.0 million respectively, which collectively represented about 11% of the Group's total assets. Property, plant and equipment comprises mainly leasehold land, building and infrastructure, utilities plant and machinery, machinery and equipment. Right-of-use assets comprise leasehold buildings, leased office, transportation equipment and motor vehicles.

The Group has assessed for impairment indications in the property, plant and equipment and right-of-use assets and has concluded that impairment indications exist in certain property, plant and equipment and right-of-use assets. These non-financial assets are then tested for impairment which involves the estimation of their recoverable amounts.

An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount, the higher of VIU and FVLCD. The VIU calculation is based on management approved 5-year cash flow projections incorporating key assumptions, such as the growth rate and discount rate, to calculate the present value of future cash flows. The FVLCD estimation is determined by external valuers based on either the market approach, cost approach or a combination of both.

The Group takes into account the indicative open market prices of the property, plant and equipment and right-of-use assets, typical of similar industries, to estimate the recoverable amount.

The impairment assessment of property, plant and equipment and right-of-use assets involves significant judgement and estimation uncertainty in the methodology and assumption used.

How the matter was addressed in the audit

Our audit procedures included among others, assessing the appropriateness of CGUs identified by the Group.

We evaluated whether there had been significant changes in the factors considered by the Group in assessing whether indications of impairment exist.

We reviewed the management's expert's estimates and key assumptions adopted in the valuation techniques to arrive at the recoverable amounts of the CGUs associated with the property, plant and equipment and right-of-use assets. We have also assessed the competencies and objectivities of the auditor's and management's experts.

We also reviewed the adequacy of disclosures about the key assumptions used and their sensitivity analysis. The disclosure information about the Group's property, plant and equipment and right-of-use assets are included in Note 5 and Note 6 respectively to the financial statements.

INDEPENDENT AUDITOR'S REPORT

To the members of Gallant Venture 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 "Directors' Statement" section of the Annual Report but does not include the financial statements and our auditor's report thereon, which we obtained prior to the date of this auditor's report, and the remaining sections of the Annual Report, which are expected to be made available to us after that date.

Our opinion on the financial statements does not cover the other information and we do not and will 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 identified above 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 on the other information that we obtained prior to the date of this auditor's report, 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.

When we read the remaining sections of the Annual Report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to the directors and take appropriate actions in accordance with SSA.

Responsibilities of Management and Directors for the Financial Statements

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

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

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

Auditor's Responsibilities for the Audit of the Financial Statements

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

INDEPENDENT AUDITOR'S REPORT

To the members of Gallant Venture Ltd.

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

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

As part of an audit in accordance with SSA, 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 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 segments 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, actions taken to eliminate threats or safeguards applied.

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

INDEPENDENT AUDITOR'S REPORT

To the members of Gallant Venture Ltd.

Report on Other Legal and Regulatory Requirements

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

The engagement partner of the audit resulting in this independent auditor's report is Ling Guo Leng.

Foo Kon Tan LLP
Public Accountants and
Chartered Accountants

Singapore, 4 April 2025

STATEMENTS OF FINANCIAL POSITION

As at 31 December 2024

		The Group		The Company	
		31 December	31 December	31 December	31 December
		2024	2023	2024	2023
	Note	\$'000	\$'000	\$'000	\$'000
Assets					
Non-Current					
Intangible assets	4	2,973	108	6	8
Property, plant and equipment	5	150,472	158,541	90	99
Right-of-use assets	6	5,023	8,932	413	661
Investment properties	7	136,291	88,625	–	–
Subsidiaries	8	–	–	1,131,692	1,132,704
Associates	9	371,464	368,961	397,974	381,974
Deferred tax assets	10	1,084	1,218	–	–
Trade and other receivables	14	68	163	147	354
Other non-current assets	11	11,508	7,920	416	416
		678,883	634,468	1,530,738	1,516,216
Current					
Land inventories	12	604,371	602,398	–	–
Other inventories	13	5,990	6,818	–	–
Trade and other receivables	14	59,919	46,667	65,313	69,371
Cash and cash equivalents	15	117,832	109,137	6,746	689
		788,112	765,020	72,059	70,060
Total assets		1,466,995	1,399,488	1,602,797	1,586,276
Equity and Liabilities					
Equity					
Share capital	16	1,963,457	1,963,457	1,963,457	1,963,457
Treasury shares	17	(50)	(50)	(50)	(50)
Accumulated losses		(1,338,029)	(1,291,339)	(1,413,071)	(1,347,790)
Reserves	18	52,573	68,702	80,000	80,000
Equity attributable to owners of the Company		677,951	740,770	630,336	695,617
Non-controlling interests		9,273	6,964	–	–
Total equity		687,224	747,734	630,336	695,617
Liabilities					
Non-Current					
Deferred tax liabilities	10	1,872	2,039	–	–
Borrowings	19	461,217	311,177	256,017	216,978
Employee benefits liabilities	20	11,093	10,688	–	–
Other non-current liabilities	21	38,768	32,369	54	54
Lease liabilities	22	1,821	5,060	389	924
Contract liabilities	24	63,780	73,524	–	–
		578,551	434,857	256,460	217,956
Current					
Borrowings	19	47,069	71,174	509,778	483,468
Lease liabilities	22	4,564	5,462	535	491
Trade and other payables	23	129,406	125,731	204,567	187,108
Contract liabilities	24	15,819	6,760	–	–
Current tax payable		4,362	7,770	1,121	1,636
		201,220	216,897	716,001	672,703
Total liabilities		779,771	651,754	972,461	890,659
Total equity and liabilities		1,466,995	1,399,488	1,602,797	1,586,276

The annexed notes form an integral part of and should be read in conjunction with these financial statements.

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

For the financial year ended 31 December 2024

	Note	The Group	
		Year ended 31 December 2024 \$'000	Year ended 31 December 2023 \$'000
Revenue	24	190,915	182,666
Cost of sales		(116,039)	(115,162)
Gross profit		74,876	67,504
Other (expenses)/income	25	(6,911)	13,788
General and administrative expenses		(20,357)	(21,893)
Other operating expenses	26	(30,376)	(27,464)
Share of associate companies' results		839	7,794
Finance costs	27	(50,471)	(37,515)
(Loss)/profit before taxation		(32,400)	2,214
Taxation	29	(14,114)	(17,073)
Loss for the year	28	(46,514)	(14,859)
Other comprehensive (loss)/income			
<u>Items that are/may be reclassified subsequently to profit or loss</u>			
Currency translation differences arising from foreign operations		(99)	(27)
Realisation of reserves upon deconsolidation of subsidiary		–	59
Share of other comprehensive (loss)/income of associates			
– Currency translation differences		(11,028)	(3,679)
– Fair value of cash flow hedges		(1,699)	4,631
<u>Items that will not be reclassified subsequently to profit or loss</u>			
Remeasurements of defined benefit plans		63	591
Share of other comprehensive income of associates			
– Change in fair value on equity instruments at fair value through other comprehensive income		182	3,464
– Remeasurements of defined benefit plans		(241)	331
Other comprehensive (loss)/income for the year after taxation	30	(12,822)	5,370
Total comprehensive loss for the year		(59,336)	(9,489)
Loss attributable to:			
– Owners of the Company		(46,690)	(14,826)
– Non-controlling interests		176	(33)
		(46,514)	(14,859)
Total comprehensive loss attributable to:			
– Owners of the Company		(59,729)	(9,456)
– Non-controlling interests		393	(33)
		(59,336)	(9,489)
		Cents	Cents
Loss per share	31		
– Basic		0.855	0.271
– Diluted		0.855	0.271

The annexed notes form an integral part of and should be read in conjunction with these financial statements.

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the financial year ended 31 December 2024

	Attributable to owners of the Company										
	Share capital \$'000	Treasury shares \$'000	Capital reserve \$'000	Translation reserve \$'000	Hedging reserve \$'000	Fair value reserve \$'000	Other reserves \$'000	Accumulated losses \$'000	Total \$'000	Non-controlling interests \$'000	Total equity \$'000
Balance at 1 January 2024	1,963,457	(50)	80,000	(69,303)	7,728	48,354	1,923	(1,291,339)	740,770	6,964	747,734
Loss for the year	-	-	-	-	-	-	-	(46,690)	(46,690)	176	(46,514)
Other comprehensive (loss)/income	-	-	-	(143)	-	-	(110)	-	(253)	217	(36)
Share of other comprehensive (loss)/income of associates	-	-	-	(11,028)	(1,699)	182	(241)	-	(12,786)	-	(12,786)
Total comprehensive (loss)/income for the year	-	-	-	(11,171)	(1,699)	182	(351)	(46,690)	(59,729)	393	(59,336)
Changes in interest in a subsidiary without a change of control	-	-	-	-	-	-	(3,178)	-	(3,178)	1,558	(1,620)
Acquisition of subsidiary with non-controlling interests	-	-	-	-	-	-	-	-	-	358	358
Share of reserves of associates	-	-	-	-	-	-	88	-	88	-	88
Transactions with owners, recognised directly in equity	-	-	-	-	-	-	(3,090)	-	(3,090)	1,916	(1,174)
Balance at 31 December 2024	1,963,457	(50)	80,000	(80,474)	6,029	48,536	(1,518)	(1,338,029)	677,951	9,273	687,224

The annexed notes form an integral part of and should be read in conjunction with these financial statements.

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the financial year ended 31 December 2024

	Attributable to owners of the Company										Non-controlling interests	Total equity
	Share capital	Treasury shares	Capital reserve	Translation reserve	Hedging reserve	Fair value reserve	Other reserves	Accumulated losses	Total			
	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
Balance at 1 January 2023	1,963,457	(50)	80,000	(65,659)	3,097	44,890	2,562	(1,276,513)	751,784	7,052	758,836	
Loss for the year	-	-	-	-	-	-	-	(14,826)	(14,826)	(33)	(14,859)	
Other comprehensive (loss)/income	-	-	-	(24)	-	-	588	-	564	-	564	
Share of other comprehensive (loss)/income of associates	-	-	-	(3,679)	4,631	3,464	331	-	4,747	-	4,747	
Realisation of reserves upon deconsolidation of subsidiary	-	-	-	59	-	-	-	-	59	-	59	
Total comprehensive (loss)/income for the year	-	-	-	(3,644)	4,631	3,464	919	(14,826)	(9,456)	(33)	(9,489)	
Dividend paid	-	-	-	-	-	-	-	-	-	(55)	(55)	
Share of reserves of associates	-	-	-	-	-	-	(1,558)	-	(1,558)	-	(1,558)	
Transactions with owners, recognised directly in equity	-	-	-	-	-	-	(1,558)	-	(1,558)	(55)	(1,613)	
Balance at 31 December 2023	1,963,457	(50)	80,000	(69,303)	7,728	48,354	1,923	(1,291,339)	740,770	6,964	747,734	

The annexed notes form an integral part of and should be read in conjunction with these financial statements.

CONSOLIDATED STATEMENT OF CASH FLOWS

For the financial year ended 31 December 2024

	Note	The Group	
		Year ended 31 December 2024	Year ended 31 December 2023
		\$'000	\$'000
Cash Flows from Operating Activities			
(Loss)/profit before taxation		(32,400)	2,214
Adjustments for:			
Amortisation of intangible assets	4, 28	84	84
Depreciation of property, plant and equipment, investment properties and right-of-use assets	28	29,802	30,831
Loss on deconsolidation of subsidiary	8(b), 25	–	54
Gain on disposals of property, plant and equipment	25	(228)	(16)
Net allowance for expected credit losses of trade and other receivables	28	120	53
Allowance for inventories obsolescence	13, 28	4	32
Bargain purchase gain from acquisition of business	8(a)	(162)	–
Gain on assignment of receivable	25	(964)	–
Provision for employees' benefits	20, 28	2,211	2,101
Interest expense	27	50,471	37,515
Interest income	25	(2,299)	(2,696)
Share of associate companies' results		(839)	(7,794)
Operating profit before working capital changes		45,800	62,378
Increase in land inventories		(1,973)	(3,002)
Decrease in other inventories		821	32
Increase in operating receivables		(20,387)	(3,573)
(Decrease)/increase in operating payables and contract liabilities		(15,495)	19,109
Cash generated from operating activities		8,766	74,944
Income tax paid		(17,407)	(16,775)
Interest paid	A	(31,651)	(35,954)
Interest received		2,507	2,396
Employee benefit paid	20	(1,614)	(2,393)
Net cash (used in)/generated from operating activities		(39,399)	22,218
Cash Flows from Investing Activities			
Acquisition of intangible assets	4	(2,952)	(27)
Acquisition of property, plant and equipment	5	(38,094)	(47,980)
Acquisition of investment properties	7	(26,809)	(4,859)
Dividend from associates	9	1,638	1,862
Proceeds from disposal of property, plant and equipment		376	65
Addition in investment in associate	9	(16,000)	–
Acquisition of a subsidiary, net of cash acquired	8(a)	146	–
Net outflow on deconsolidation of subsidiary	8(b)	–	(1)
Net cash used in investing activities		(81,695)	(50,940)
Cash Flows from Financing Activities			
Payment of principal portion of lease liabilities	A	(5,084)	(5,992)
Proceeds from borrowings	A	585,024	48,754
Repayment of borrowings	A	(451,100)	(32,633)
Changes in non-controlling interests in a subsidiary		996	–
Increase in restricted bank balances		(1,587)	(2,824)
Dividend paid to non-controlling interests		–	(55)
Net cash generated from financing activities		128,249	7,250
Increase/(decrease) in cash and cash equivalents		7,155	(21,472)
Cash and cash equivalents at beginning of year		90,594	112,067
Effect of currency translation on cash and cash equivalents		(47)	(1)
Cash and cash equivalents at end of year (Note 15)		97,702	90,594

The annexed notes form an integral part of and should be read in conjunction with these financial statements.

CONSOLIDATED STATEMENT OF CASH FLOWS

For the financial year ended 31 December 2024

Note A Reconciliation of liabilities arising from financing activities

The following is the disclosures of the reconciliation of items for which cash flows have been classified as financing activities, excluding equity items.

		Non-cash flows							
		As at	Cash	New	Lease	Termination/	Interest	The effect	As at
		1 January	flows	lease	modification	Disposal	expenses	in foreign	31 December
The Group	Note	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	rates	\$'000
2024									
Borrowings	19	382,351	102,273	–	–	–	49,431	(25,769)	508,286
Lease liabilities	22	10,522	(5,084)	822	–	(1,120)	689	556	6,385
2023									
Borrowings	19	375,778	(19,833)	–	–	–	36,204	(9,798)	382,351
Lease liabilities	22	14,418	(5,992)	768	(41)	(50)	1,057	362	10,522

The annexed notes form an integral part of and should be read in conjunction with these financial statements.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

1 General information

Gallant Venture Ltd. (the “Company”) is listed on the Mainboard of Singapore Exchange Securities Trading Limited (“SGX-ST”) and incorporated and domiciled in Singapore. The address of its registered office is 3 HarbourFront Place #16-01 HarbourFront Tower Two, Singapore 099254.

The principal activity of the Company is investment holding. The principal activities of the subsidiaries are disclosed in Note 8 to the financial statements.

The consolidated financial statements of the Group and the statement of financial position of the Company for the financial year ended 31 December 2024 was authorised for issue in accordance with a resolution of the Directors on the date of the Directors’ statement.

2 Accounting policies

2.1 Basis of preparation

The financial statements are prepared in accordance with the provisions of the Companies Act 1967 (the “Act”), and Singapore Financial Reporting Standards (International) (“SFRS(I)”) including related Interpretations (“SFRS(I) INT”). The financial statements have been prepared under the historical cost convention except as disclosed in the accounting policies below.

The financial statements are presented in Singapore Dollar which is the Company’s functional currency. All financial information, presented in Singapore Dollar, is rounded to the nearest thousand (\$’000) unless otherwise stated.

2.2 Adoption of new and revised SFRS(I) effective in 2024

In the current year, the Group has adopted all the new and revised SFRS(I)s and SFRS(I)s INT that are relevant to its operations and effective for annual periods beginning on or after 1 January 2024. The adoption of these new or revised SFRS(I)s and SFRS(I)s INT on 1 January 2024 did not result in changes to the Group’s and Company’s accounting policies and has no material effect on the current or prior year’s financial statements.

2.3 SFRS(I) issued but not yet effective

The following are the new accounting standards, amendments and interpretations issued that are not yet applicable.

Effective date

(Annual periods

beginning on or after)

Description

1 January 2025

Amendments to SFRS(I) 1-21: Lack of Exchangeability

1 January 2026

Amendments to SFRS(I) 9 and SFRS(I) 7: Amendments to the Classification and Measurement of Financial Instruments

Amendments to SFRS(I) 9 and SFRS(I) 7: Contracts Referencing Nature-dependent Electricity

Annual Improvements to SFRS(I)s – Volume 11

1 January 2027

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

SFRS(I) 19: Subsidiaries without Public Accountability: Disclosures

To be determined

Amendments to SFRS(I) 10 and SFRS(I) 1-28: Sale or Contribution of Assets between an Investor and its Associate or Joint Venture

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

2 Accounting policies (Cont'd)

2.3 SFRS(I) issued but not yet effective (Cont'd)

The new or amended accounting standards and interpretations listed above are not mandatory for reporting period ending 31 December 2024 and have not been adopted by the Group. These are not expected to have a material impact on the Group, upon adoption of these new or amended accounting standards, in the current or future reporting periods and on foreseeable future transactions.

2.4 Basis of consolidation and business combination

(i) Basis of consolidation

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

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

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

Losses and other comprehensive income are attributable to the non-controlling interests even if that results in a deficit balance.

Subsidiary and existence of control

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

Thus, the Group controls an investee if and only if the Group has all the following:

- power over the investee;
- exposure, or rights to variable returns from its involvement with the investee; and
- the ability to use its power over the investee to affect its returns.

The Group re-assesses whether 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.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

2 Accounting policies (Cont'd)

2.4 Basis of consolidation and business combination (Cont'd)

(i) Basis of consolidation (Cont'd)

Subsidiary and existence of control (Cont'd)

When the Group 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. The Group considers all relevant facts and circumstances in assessing whether the Group's voting rights in an investee are sufficient to give it power, including:

- the size of the Group's holding of voting rights relative to the size and dispersion of holdings of the other vote holders;
- potential voting rights held by the Group, other vote holders or other parties;
- rights arising from other contractual arrangements; and
- any additional facts and circumstances that indicate that the Group has, or does not have, the current ability to direct the relevant activities at the time that decisions need to be made, including voting patterns at previous shareholders' meetings.

Non-controlling interests

Non-controlling interests represents the equity in subsidiaries not attributable, directly or indirectly, to owners of the Company, and are presented separately in the consolidated statement of comprehensive income and within equity in the consolidated statement of financial position, separately from equity attributable to owners of the Company.

Changes in ownership interests in subsidiaries without loss of control

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

Changes in ownership interests in subsidiaries resulting in loss of control

When the Group loses control over a subsidiary, it:

- de-recognises the assets (including goodwill) and liabilities of the subsidiary at their carrying amounts as at that date when control is lost;
- de-recognises the carrying amount of any non-controlling interests;
- de-recognises the cumulative translation differences recorded in equity;

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

2 Accounting policies (Cont'd)

2.4 Basis of consolidation and business combination (Cont'd)

(i) Basis of consolidation (Cont'd)

Changes in ownership interests in subsidiaries resulting in loss of control (Cont'd)

- recognises the fair value of the consideration received;
- recognises the fair value of any investment retained;
- recognises any surplus or deficit in profit or loss; and
- re-classifies the Group's share of components previously recognised in other comprehensive income to profit or loss or retained earnings, as appropriate.

When the Group loses control of a subsidiary, a gain or loss is recognised in profit or loss and is calculated as the difference between (i) the aggregate of the fair value of the consideration received and the fair value of any retained interest and (ii) the previous carrying amount of the assets (including goodwill), and liabilities of the subsidiary and any non-controlling interests.

All amounts previously recognised in other comprehensive income in relation to that subsidiary are accounted for as if the Group had directly disposed of the related assets or liabilities of the subsidiary (i.e. reclassified to profit or loss or transferred to another category of equity as specified/permitted by applicable SFRS(I)). The investment retained in the former subsidiary at the date when the control is lost is remeasured to its fair value. This fair value becomes the initial carrying amount for the purposes of subsequently accounting for the retained interest as an associate, joint venture or financial asset.

(ii) Business combination

The Group applies the acquisition method to account for business combinations. The consideration transferred for the acquisition of a subsidiary comprises:

- the fair values of the assets transferred;
- the liabilities incurred to the former owners of the acquire;
- the equity interests issued by the Group;
- the fair value of any asset or liability resulting from a contingent consideration arrangement; and
- fair value of any pre-existing equity interest in the subsidiary.

The Group has an option to apply a 'concentration test' that permits a simplified assessment of whether an acquired set of activities and assets is not a business. 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.

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 interests in the acquiree on an acquisition-by-acquisition basis, either at fair value or at the non-controlling interests' proportionate share of the recognised amounts of acquiree's identifiable net assets.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

2 Accounting policies (Cont'd)

2.4 Basis of consolidation and business combination (Cont'd)

(ii) Business combination (Cont'd)

Where settlement of any part of cash consideration is deferred, the amounts payable in the future are discounted to their present value as at the date of exchange. The discount rate used is the entity's incremental borrowing rate, being the rate at which a similar borrowing could be obtained from an independent financier under comparable terms and conditions.

Contingent consideration is classified either as equity or a financial liability. Amounts classified as a financial liability are subsequently remeasured to fair value with changes in fair value recognised in profit or loss.

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 remeasured to fair value at the acquisition date. Any gains or losses arising from such remeasurement are recognised in profit or loss.

2.5 Intangible assets

Intangible assets are accounted for using the cost model except for goodwill. Capitalised costs are amortised on a straight-line basis over their estimated useful lives for those considered as finite useful lives. After initial recognition, they are carried at cost less accumulated amortisation and accumulated impairment losses, if any. In addition, they are subject to annual impairment testing, if there are any indicators of impairment. Indefinite life intangibles are not amortised but are subject to annual impairment testing.

Intangible assets are written off where, in the opinion of the Directors, no further future economic benefits are expected to arise.

(i) Goodwill

Goodwill on acquisition of subsidiaries on or after 1 January 2010 represents the excess of the consideration transferred, the amount of any non-controlling interests in the acquiree and the acquisition-date fair value of any previous equity interest in the acquiree over the fair value of the net identifiable assets acquired.

Goodwill on acquisition of subsidiaries prior to 1 January 2010 and on acquisition of joint ventures and associate companies represents the excess of the cost of the acquisition over the fair value of the Group's share of the net identifiable assets acquired.

Goodwill on subsidiaries and joint ventures is recognised separately as intangible assets and carried at cost less accumulated impairment losses.

Goodwill on associate companies is included in the carrying amount of the investments.

Gains and losses on the disposal of subsidiaries, joint ventures and associate companies include the carrying amount of goodwill relating to the entity sold, except for goodwill arising from acquisition prior to 1 January 2001. Such goodwill was adjusted against retained profits in the year of acquisition and is not recognised in profit or loss on disposal.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

2 Accounting policies (Cont'd)

2.5 Intangible assets (Cont'd)

(ii) Computer software

Costs relating to computer software acquired, which are not an integral part of related hardware, are capitalised and amortised on a straight-line basis over their useful life of 3 years.

2.6 Property, plant and equipment and depreciation

Property, plant and equipment, other than construction-in-progress, are stated at cost less accumulated depreciation and accumulated impairment losses, if any. Depreciation is computed utilising the straight-line method to allocate the depreciable amount of these assets over their estimated useful lives as follows:

	Years
Leasehold land and improvements	15 – 80
Land improvements and landfill	3 – 20
Building and infrastructures	3 – 30
Golf course	36 – 45
Utilities plant and machinery	3 – 30
Machinery and equipment	2 – 30
Vessels and ferry equipment	4 – 15
Working wharf and reservoir	3 – 30
Transportation equipment and vehicles	3 – 8
Furniture, fixtures and equipment	1 – 10

Construction-in-progress is stated at cost. The accumulated costs will be reclassified to the appropriate property, plant and equipment account when the construction is substantially completed, and the asset is ready for its intended use. No depreciation is provided on construction-in-progress.

Costs incurred in the general overhaul of the main engines of vessels during dry docking are capitalised and depreciated over 3 to 5 years.

The cost of property, plant and equipment includes expenditure that is directly attributable to the acquisition of the items. Dismantlement, removal or restoration costs are included as part of the cost of property, plant and equipment if the obligation for dismantlement, removal or restoration is incurred as a consequence of acquiring or using the asset. Cost may also include transfers from equity of any gains/losses on qualifying cash flow hedges of foreign currency purchases of property, plant and equipment.

Subsequent expenditure relating to property, plant and equipment that have been recognised is added to the carrying amount of the asset when it is probable that future economic benefits, in excess of the standard of performance of the asset before the expenditure was made, will flow to the Group and the cost can be reliably measured. Other subsequent expenditure is recognised as an expense during the financial year in which it is incurred.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

2 Accounting policies (Cont'd)

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

For acquisitions and disposals during the financial year, depreciation is provided from the year of acquisition and to the year before disposal respectively. For acquisitions, less than S\$1,000, they are expended as expenses in the profit or loss. Fully depreciated property, plant and equipment are retained in the books of accounts until they are no longer in use.

Depreciation methods, useful lives and residual values are reviewed, and adjusted as appropriate, at each reporting date as a change in estimates.

2.7 Investment properties

Investment properties consist of buildings and improvements that are held to earn rental yields, including portions of buildings which could not be sold separately, and where an insignificant portion is held for use in the supply of services or for administrative purposes.

The Group applies the cost model. Investment properties are stated at cost less accumulated depreciation, less any impairment in value similar to that for property, plant and equipment. Such costs include the cost of replacing part of an existing investment property at the time that cost is incurred if the recognition criteria are met; and excludes the costs of day-to-day servicing of an investment property. Depreciation is computed using the straight-line method over the estimated useful lives of the investment properties of 3 – 30 years, as applicable for each investment property.

Investment properties are de-recognised when either they have been disposed of or when the investment property is permanently withdrawn from use and no future economic benefit is expected from its disposal. On disposal or retirement of an investment property, the difference between any disposal proceeds and the carrying amount is recognised in the profit or loss.

The carrying value of investment properties are reviewed for impairment when events or changes in circumstances indicate the carrying value may not be recoverable. If such indication exists and where the carrying values exceed the estimated recoverable amounts, the assets are written down to their recoverable amounts.

Transfers are made to investment property when, and only when, there is a change in use, evidenced by ending of owner-occupation or commencement of an operating lease to another party. Transfers are made from the investment property when, and only when, there is a change in use, evidenced by the commencement of owner-occupation or commencement of development with a view to sell.

2.8 Investment in subsidiaries

In the Company's separate financial statements, shares in subsidiaries are stated at cost less allowance for any impairment losses on an individual subsidiary basis.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

2 Accounting policies (Cont'd)

2.9 Investment in associates

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

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

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

Under the equity method, the investment in associates are carried in the consolidated statement of financial position at cost plus post-acquisition changes in the Group's share of net assets of the associates. The profit or loss reflects the share of results of operations of the associates.

Distributions received from associates reduce the carrying amount of the investment. Where there has been a change recognised in other comprehensive income by the associates, the Group recognises its share of such changes in other comprehensive income. Unrealised gains and loss resulting from transaction between the Group and the associate are eliminated to the extent of the interest in the associates.

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

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

The financial statements of the associate are prepared as of the same reporting date as the Company unless it is impracticable to do so. When the financial statements of an associate used in applying the equity method are prepared as of a different reporting date from that of the Company, adjustments are made for the effects of significant transactions or events that occur between that date and the reporting date of the Company.

Upon loss of significant influence or joint control over the associate, the Group measures the retained interest at fair value. Any difference between the fair value of the aggregate of the retained interest and proceeds from disposal and the carrying amount of the investment at the date the equity method was discontinued is recognised in profit or loss.

The Group accounts for all amounts previously recognised in other comprehensive income in relation to that associate on the same basis as would have been required if that associate or joint venture had directly disposed of the related assets or liabilities.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

2 Accounting policies (Cont'd)

2.9 Investment in associates (Cont'd)

When an investment in an associate becomes an investment in a joint venture, the Group continues to apply the equity method and does not remeasure the retained interest.

If the Group's ownership interest in an associate is reduced, 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.

2.10 Inventories

(i) Land

Land inventories are carried at the lower of cost and net realisable value. Net realisable value represents the estimated selling price less costs of completion and the estimated costs to be incurred in selling the land.

Cost of land inventories includes cost of land, borrowing costs and other costs directly or indirectly related to the acquisition and development of the land for sale. These costs are capitalised during the period such activities that are necessary to get these assets ready for sale are in progress. Capitalisation of these costs will cease when land development is completed, and the land is available for sale.

The costs incurred in the development of the resort and common areas/facilities are allocated proportionally to the saleable parcels of land. Other land development costs incurred are allocated to each parcel of land using the specific identification method.

Land inventories are de-recognised when it has been sold as an integral part with sale of land and no future economic benefit is expected from its disposal. Cost of land infrastructure inventory on sale of land or loss from disposal is recognised in the profit or loss in the year of sale or disposal.

(ii) Other inventories

Other inventories are stated at the lower of cost and net realisable value. Cost is generally determined on a first-in, first-out basis, specific identification and average methods. The cost of finished goods and work-in-progress comprises goods held for resale, raw materials, labour and an appropriate portion of overheads. Allowance is made for obsolete, slow moving or defective inventory in arriving at the net realisable value. Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs necessary to make the sale.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

2 Accounting policies (Cont'd)

2.11 Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Financial assets and financial liabilities are offset, and the net amount reported in the consolidated statements of financial position if, and only if, there is a currently enforceable legal rights to offset the recognised amounts and there is an intention to settle on a net basis, or to realise the assets and settle the liabilities simultaneously.

2.12 Financial assets

(i) Classification

The Group classifies its financial assets in the following measurement categories:

- those to be measured subsequently at fair value (either through OCI or through profit or loss); and
- those to be measured at amortised cost.

The classification depends on the Group's business model for managing the financial assets and the contractual terms of the cash flows.

For assets measured at fair value, gains and losses will either be recorded in profit or loss or OCI. For investments in equity instruments that are not held for trading, this will depend on whether the Group has made an irrevocable election at the time of initial recognition to account for the equity instruments at fair value through other comprehensive income ("FVOCI").

The Group reclassifies debt instruments when and only when its business model for managing those assets changes.

(ii) Recognition and de-recognition

Regular way purchases and sales of financial assets are recognised on trade-date, the date on which the Group commits to purchase or sell the asset. Financial assets are de-recognised when the rights to receive cash flows from the financial assets have expired or have been transferred and the Group has transferred substantially all the risks and rewards of ownership.

(iii) Measurement

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

Financial assets with embedded derivatives are considered in their entirety when determining whether their cash flows are solely payment of principal and interest.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

2 Accounting policies (Cont'd)

2.12 Financial assets (Cont'd)

(iii) Measurement (Cont'd)

Debt instruments

Subsequent measurement of debt instruments depends on the Group's business model for managing the asset and the cash flow characteristics of the asset. There are three measurement categories into which the Group classifies its debt instruments:

- **Amortised cost:** Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. Interest income from these financial assets is included in finance income using the effective interest rate method. Any gain or loss arising on de-recognition is recognised directly in profit or loss and presented in other gains/(losses) together with foreign exchange gains and losses. Impairment losses are presented as separate line item in the profit or loss.
- **FVOCI:** Assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets' cash flows represent solely payments of principal and interest, are measured at FVOCI. Movements in the carrying amount are taken through OCI, except for the recognition of impairment gains or losses, interest income and foreign exchange gains and losses which are recognised in profit or loss. When the financial asset is de-recognised, the cumulative gain or loss previously recognised in OCI is reclassified from equity to profit or loss and recognised in other gains/(losses). Interest income from these financial assets is included in finance income using the effective interest rate method. Foreign exchange gains and losses are presented in other gains/(losses) and impairment expenses are presented as separate line item in the profit or loss.
- **FVPL:** Assets that do not meet the criteria for amortised cost or FVOCI are measured at FVPL. A gain or loss on a debt instrument that is subsequently measured at FVPL is recognised in profit or loss and presented net within other gains/(losses) in the period in which it arises.

Equity instruments

The Group measures equity instruments, if any, at fair value. Where the Group's management elects to present fair value gains and losses on equity instruments in OCI, there is no subsequent reclassification of fair value gains and losses to profit or loss following the de-recognition of the investment. Dividends from such investments continue to be recognised in profit or loss as other income when the Group's right to receive payments is established.

Changes in the fair value of financial assets at FVPL are recognised in other gains/(losses) in the statement of profit or loss as applicable. Impairment losses (and reversal of impairment losses) on equity instruments measured at FVOCI are not reported separately from other changes in fair value.

The Group will elect to measure these equity instruments at FVOCI for long-term appreciation.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

2 Accounting policies (Cont'd)

2.12 Financial assets (Cont'd)

(iv) Impairment

The Group assesses on a forward-looking basis the ECL associated with its debt instruments not held at FVTPL. ECL are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Group expects to receive, discounted at an approximation of the original effective interest rate. The expected cash flows will include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

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

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

Significant increase in credit risk

In assessing whether the credit risk on a financial instrument has increased significantly since initial recognition, the Group compares the risk of a default occurring on the financial instrument as at the reporting date with the risk of a default occurring on the financial instrument as at the date of initial recognition. In making this assessment, the Group considers both quantitative and qualitative information that is reasonable and supportable, including historical experience and forward-looking information that is available without undue cost or effort.

The Group presumes that the credit risk on a financial asset has increased significantly since initial recognition when contractual payments are more than 30 days past due, unless the Group has reasonable and supportable information that demonstrates otherwise.

In particular, the following information is taken into account when assessing whether credit risk has increased significantly since initial recognition:

- existing or forecast adverse changes in business, financial or economic conditions that are expected to cause a significant decrease in the debtor's ability to meet its debt obligations;
- an actual or expected significant deterioration in the operating results of the debtor;
- significant increases in credit risk on other financial instruments of the same debtor; and
- an actual or expected significant adverse change in the regulatory, economic, or technological environment of the debtor that results in a significant decrease in the debtor's ability to meet its debt obligations.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

2 Accounting policies (Cont'd)

2.12 Financial assets (Cont'd)

(iv) Impairment (Cont'd)

Credit-impaired financial asset

A financial asset is credit-impaired when one or more events that have a detrimental impact on the estimated future cash flows of that financial asset have occurred. Evidence that a financial asset is credit-impaired includes observable data about the following events:

- significant financial difficulty of the issuer or the borrower;
- a breach of contract, such as a default or past due event;
- the lender(s) of the borrower, for economic or contractual reasons relating to the borrower's financial difficulty, having granted to the borrower a concession(s) that the lender(s) would not otherwise consider;
- it is becoming probable that the borrower will enter bankruptcy or other financial reorganisation; or
- the disappearance of an active market for that financial asset because of financial difficulties.

Definition of default

The Group considers the following as constituting an event of default for internal credit risk management purposes, as historical experience indicates that receivables that meet either of the following criteria are generally not recoverable:

- when there is a breach of financial covenants by the counterparty; or
- information developed internally or obtained from external sources indicates that the debtor is unlikely to pay its creditors, including the Group, in full (without taking into account any collaterals held by the Group).

The Group considers that default has occurred when a financial asset is more than 60 days past due unless the Group has reasonable and supportable information to demonstrate that a more lagging default criterion is more appropriate.

Measurement of expected credit losses

The measurement of ECL is a function of the probability of default, loss given default (i.e. the magnitude of the loss if there is a default) and the exposure at default. The assessment of the probability of default and loss given default is based on historical data adjusted by forward-looking information. As for the exposure at default, for financial assets, this is represented by the assets' gross carrying amount at the reporting date; for loan commitments and financial guarantee contracts, the exposure includes the amount drawn down as at the reporting date, together with any additional amounts expected to be drawn down in the future by the default date determined based on historical trend, the Group's understanding of the specific future financing needs of the debtors, and other relevant forward-looking information.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

2 Accounting policies (Cont'd)

2.12 Financial assets (Cont'd)

(iv) Impairment (Cont'd)

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, e.g. 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 the profit or loss.

(v) Determination of fair value

The fair values of quoted financial assets are based on quoted market prices. If the market for a financial asset is not active, the Group establishes fair value by using valuation techniques. These include the use of recent arm's length transactions, reference to other instruments that are substantially the same, discounted cash flow analysis, and option pricing models refined to reflect the issuer's specific circumstances.

2.13 Cash and cash equivalents

Cash and cash equivalents comprise cash on hand and in bank, short-term deposits and other short-term investments with maturities of three months or less at the time of placement or purchase that are subject to insignificant risk of changes in their fair value and are used by the Group in the management of its short-term commitment.

2.14 Financial liabilities

The Group's financial liabilities include loans and borrowings, debt securities (including bond), obligations under finance leases and trade and other payables.

Financial liabilities are recognised when the Group becomes a party to the contractual agreements of the instrument. All interest-related charges are recognised as an expense in "finance costs" in the profit or loss. Financial liabilities are de-recognised if the Group's obligations specified in the contract expire or are discharged or cancelled.

Borrowings and debt securities

Borrowings and debt securities are recognised initially at fair value of proceeds received less attributable transaction costs, if any. Borrowings and debt securities are subsequently stated at amortised cost which is the initial fair value less any principal repayments.

Any difference between the proceeds (net of transaction costs) and the redemption value is taken to the profit or loss over the period of the borrowings and debt securities using the effective interest method. Interest expense is chargeable on the amortised cost over the period of the borrowings and debt securities using the effective interest method.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

2 Accounting policies (Cont'd)

2.14 Financial liabilities (Cont'd)

Borrowings and debt securities (Cont'd)

Gains and losses are recognised in the profit or loss when the liabilities are amortised as well as through the amortisation process.

Borrowings and debt securities which are due to be settled within 12 months after the end of reporting period are included in current liabilities in the statements of financial position even though the original terms were for a period longer than 12 months and an agreement to refinance, or to reschedule payments, on a long-term basis is completed after the end of reporting period.

Convertible bonds

Convertible bonds that can be converted into share capital where the number of shares issued does not vary with changes in fair value of the bonds are accounted for as compound financial instruments. The gross proceeds are allocated to the equity and liability components, with the equity component being assigned the residual amount after deducting the fair value of the liability component from the fair value of the compound financial instruments.

Subsequent to initial recognition, the liability component of convertible bonds is measured at amortised cost using the effective interest method. The equity component of convertible bonds is not re-measured. When the conversion option is exercised, its carrying amount will be transferred to the share capital. When the conversion option lapses, its carrying amount is transferred to retained profits.

Trade and other payables

Trade and other payables are initially measured at fair value, and subsequently measured at amortised cost, using the effective interest method. Finance lease liabilities are measured at initial value less the capital element of lease repayments (see policy on finance leases).

Financial guarantees

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

2.15 Share capital and treasury shares

Ordinary shares are classified as equity. Incremental costs directly attributable to the issuance of new ordinary shares are deducted against the share capital account.

When any entity within the Group purchases the Company's ordinary shares ("treasury shares"), the consideration paid including any directly attributable incremental cost is presented as a component within equity attributable to the owners of the Company, until they are cancelled, sold or reissued.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

2 Accounting policies (Cont'd)

2.16 Contract liabilities and contract assets

A contract liability is the obligation to transfer goods or services to a customer for which the Group has received consideration (or an amount of consideration is due) from customer. If the customer pays consideration before the Group transfers goods or services to the customer, a contract liability is recognised when the payment is made, or the payment is due (whichever is earlier).

Contract liabilities are recognised as revenue when the Group performs under the contract.

A contract asset is the right to consideration in exchange for goods or services transferred to the customer. If the Group performs by transferring goods or services to a customer before the customer pays consideration or before payment is due, a contract asset is recognised for the earned consideration.

Costs to fulfil a contract are capitalised if the costs relate directly to the contract, generate or enhance resources used in satisfying the contract and are expected to be recovered. Capitalised contract costs are subsequently amortised on a systematic basis as the Group recognises the related revenue. An impairment loss is recognised in the profit or loss to the extent that the carrying amount of the capitalised contract costs exceeds the remaining amount of consideration that the Group expects to receive in exchange for the services to which the contract costs relate, less the costs that relate directly to providing the services and that have not been recognised as expense.

2.17 Leases

(i) The Group as lessee

The Group assesses whether a contract is or contains a lease at inception of the contract. The Group recognises a right-of-use asset and a corresponding lease liability with respect to all lease arrangements in which it is the lessee, except for short-term leases (defined as leases with a lease term of twelve months or less) and leases of low value assets.

For these leases, the Group recognises the lease payments as an operating expense on a straight-line basis over the term of the lease unless another systematic basis is more representative of the time pattern in which economic benefits from the leased assets are consumed.

(a) *Lease liability*

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted by using the rate implicit in the lease. If this rate cannot be readily determined, the Group uses the incremental borrowing rate specific to the lessee. The incremental borrowing rate is defined as the rate of interest that the lessee would have to pay to borrow over a similar term and with a similar security the funds necessary to obtain an asset of a similar value to the right-of-use asset in a similar economic environment.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

2 Accounting policies (Cont'd)

2.17 Leases (Cont'd)

(i) The Group as lessee (Cont'd)

(a) *Lease liability* (Cont'd)

Lease payments included in the measurement of the lease liability comprise:

- fixed lease payments (including in-substance fixed payments), less any lease incentives;
- variable lease payments that depend on an index or rate, initially measured using the index or rate at the commencement date;
- the amount expected to be payable by the lessee under residual value guarantees;
- exercise price of purchase options, if the lessee is reasonably certain to exercise the options; and
- payments of penalties for terminating the lease, if the lease term reflects the exercise of an option to terminate the lease.

Variable lease payments that are not based on an index or a rate are not included as part of the measurement and initial recognition of the lease liability. The Group shall recognise those lease payments in profit or loss in the periods that trigger those lease payments.

For all contracts that contain both lease and non-lease components, the Group has elected to not separate lease and non-lease components and account for these as one single lease component.

The lease liabilities are presented as a separate line item in the statement of financial position.

The lease liability is subsequently measured at amortised cost, by increasing the carrying amount to reflect interest on the lease liability (using the effective interest method) and by reducing the carrying amount to reflect the lease payments made.

The Group remeasures the lease liability (with a corresponding adjustment to the related right-of-use asset or to profit or loss if the carrying amount of the right-of-use assets has already been reduced to nil) whenever:

- the lease term has changed or there is a significant event or change in circumstances resulting in a change in the assessment of exercise of a purchase option, in which case the lease liability is remeasured by discounting the revised lease payments using a revised discount rate;

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

2 Accounting policies (Cont'd)

2.17 Leases (Cont'd)

(i) The Group as lessee (Cont'd)

(a) *Lease liability* (Cont'd)

- the lease payments change due to changes in an index or rate or a change in expected payment under a guaranteed residual value, in which cases the lease liability is remeasured by discounting the revised lease payments using the initial discount rate (unless the lease payments change is due to a change in a floating interest rate, in which case a revised discount rate is used); or
- a lease contract is modified, and the lease modification is not accounted for as a separate lease, in which case the lease liability is remeasured by discounting the revised lease payments using a revised discount rate at the effective date of the modification.

(b) *Right-of-use assets*

The right-of-use assets comprises the initial measurement of the corresponding lease liability, lease payments made at or before the commencement day, less any lease incentives received and any initial direct costs. They are subsequently measured at cost less accumulated depreciation and impairment losses.

Whenever the Group incurs an obligation for costs to dismantle and remove a leased asset, restore the site on which it is located or restore the underlying asset to the condition required by the terms and conditions of the lease, a provision is recognised and measured under SFRS(I) 1-37. To the extent that the costs relate to a right-of-use asset, the costs are included in the related right-of-use assets, unless those costs are incurred to produce inventories.

Depreciation on right-of-use asset is calculated using the straight-line method to allocate their depreciable amounts over the shorter period of lease term and useful life of the underlying asset, as follows:

	Years
Office and buildings	2 – 10
Transportation equipment and motor vehicles	1 – 30
Machinery and equipment	1 – 20

If a lease transfers ownership of the underlying asset or the cost of the right-of-use assets reflects that the Group expects to exercise a purchase option, the related right-of-use asset is depreciated over the useful life of the underlying asset. The depreciation starts at the commencement date of the lease.

The right-of-use assets are presented as a separate line item in the statement of financial position.

The Group applies SFRS(I) 1-36 to determine whether a right-of-use asset is impaired and accounts for any identified impairment loss.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

2 Accounting policies (Cont'd)

2.17 Leases (Cont'd)

(ii) The Group as lessor

When the Group acts as a lessor, it determines at lease inception whether each lease is a finance lease or an operating lease.

To classify each lease, the Group makes an overall assessment of whether the lease transfers substantially all of the risks and rewards incidental to ownership of the underlying asset. If this is the case, then the lease is a finance lease; if not, then it is an operating lease. As part of this assessment, the Group considers certain indicators such as whether the lease is for a major part of the economic life of the asset.

At inception or on modification of a contract that contains a lease component, the Group allocates the consideration in the contract to each lease component on the basis of their relative stand-alone prices. If an arrangement contains lease and non-lease components, then the Group applies SFRS(I) 15 to allocate the consideration in the contract.

The Group applies the de-recognition and impairment requirements in SFRS(I) 9 to the net investment in the lease. The Group further regularly reviews estimated unguaranteed residual values used in calculating the gross investment in the lease.

The Group recognises lease payments received from investment property under operating leases as income on a straight-line basis over the lease term within "revenue" in profit or loss. Rental income from subleased property is recognised within "other income" in profit or loss.

Intermediate lessor in sublease

When the Group is an intermediate lessor, it accounts for its interests in the head lease and the sublease separately. It assesses the lease classification of a sublease with reference to the right-of-use asset arising from the head lease, not with reference to the underlying asset. If a head lease is a short-term lease to which the Group applies the recognition exemption, then it classifies the sublease as an operating lease.

When the sublease is assessed as a finance lease, the Group de-recognises the right-of-use asset relating to the head lease that it transfers to the sublessee and recognised the net investment in the sublease within "finance lease receivables" in the statement of financial position. Any differences between the right-of-use asset de-recognised and the net investment in sublease is recognised in profit or loss. Lease liability relating to the head lease is retained in the statement of financial position, which represents the lease payments owed to the head lessor.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

2 Accounting policies (Cont'd)

2.18 Income tax

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 end of reporting period.

Based on Government Regulation of the Republic of Indonesia (RI) No. 71/2008 dated 4 November 2008, companies whose main activity is sales of land and buildings, is subject to final tax for each payment on sales of land and factory (including condominiums and cottages) starting January 1, 2009.

Based on Government Regulation of RI No. 5/2002 dated March 23, 2002, each rental payment on the rental of buildings is subject to final tax of 10% from the gross rental amount starting May 1, 2002.

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 accounting or taxable profit or loss and does not give rise to equal taxable and deductible temporary differences at the time of the transaction.

A deferred income tax liability is recognised on temporary differences arising on investments in subsidiaries, associates 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.

Deferred income tax is measured:

- (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 end of reporting period; and
- (ii) based on the tax consequence that will follow from the manner in which the Group expects, at the end of reporting period, to recover or settle the carrying amounts of its assets and liabilities.

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

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

2 Accounting policies (Cont'd)

2.19 Employee benefits

(i) Pension obligations

The Group participates in national pension schemes as defined by the laws of the countries in which it operates. As required by Indonesian Law, the Group makes contributions to the defined contributions state pension scheme, Social Security administering Body – Employment (BPJS Ketenagakerjaan), which are recognised as compensation expense in the same period as the employment that gives rise to the contributions. The BPJS Ketenagakerjaan is responsible for the entire insurance claim relating to accidents incurred by the employees at the work place and for the entire retirement benefit obligations of the related employees under the said state pension scheme.

The Group also makes contributions to a defined contribution pension plan which is administered by legal entity, “Dana Pensiun Lembaga Keuangan Indolife Pensiontama” for certain employees. The contributions are recognised as an expense in the same period as the employment that gives rise to the contributions.

The Company and its subsidiaries operating in Singapore contribute to the Central Provident Fund, a defined contribution plan regulated and managed by the Government of Singapore, which applies to the majority of the employees. The contributions to the national pension scheme are charged to the profit or loss in the period to which the contributions relate.

(ii) Employee leave entitlements

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

(iii) Provisions for employee service entitlements

The Group has recognised unfunded employee benefits liability in accordance with Indonesian Labor Law No. 13/2003 dated 25 March 2003 (“the Law”).

The calculation is performed annually by qualified actuaries using the projected unit credit method. When the calculation results in a benefit to the Group, the recognised asset is limited to the present value of economic benefits available in the form of any future refunds from the plan or reductions in future contributions to the plan.

In order to calculate the present value of economic benefits, consideration is given to any minimum funding requirements that apply to any plan in the Group. An economic benefit is available to the Group if it is realisable during the life of the plan, or on settlement of the plan liabilities.

Remeasurements of the net defined benefit liability comprise actuarial gains and losses, the return on plan assets (excluding interest) and the effect of the asset ceiling (if any, excluding interest). The Group recognises them immediately in other comprehensive income and all expenses related to defined benefit plans in employee benefits expense in profit or loss.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

2 Accounting policies (Cont'd)

2.19 Employee benefits (Cont'd)

(iii) Provisions for employee service entitlements (Cont'd)

When the benefits of a plan are changed, or when a plan is curtailed, the portion of the changed benefit related to past service by employees, or the gain or loss on curtailment, is recognised immediately in profit or loss when the plan amendment or curtailment occurs.

The Group recognises gains and losses on the settlement of a defined benefit plan when the settlement occurs. The gain or loss on settlement is the difference between the present value of the defined benefit obligation being settled as determined on the date of settlement and the settlement price, including any plan assets transferred and any payments made directly by the Group in connection with the settlement.

2.20 Impairment of non-financial assets

The carrying amounts of the Company's and Group's non-financial assets subject to impairment are reviewed at the end of each reporting period to determine whether there is any indication of impairment. If any such indication exists, the asset's recoverable amount is estimated.

If it is not possible to estimate the recoverable amount of the individual asset, then the recoverable amount of the cash-generating unit to which the assets belong will be identified.

For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (cash-generating units). As a result, some assets are tested individually for impairment, and some are tested at cash-generating unit level. Goodwill is allocated to those cash-generating units that are expected to benefit from synergies of the related business combination and represent the lowest level within the Company at which management controls the related cash flows.

Individual assets or cash-generating units that include goodwill or other intangible assets with an indefinite useful life or those not yet available for use are tested for impairment at least annually. All individual assets or cash-generating units are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable.

An impairment loss is recognised for the amount by which the assets or cash-generating unit's carrying amount exceeds its recoverable amount. The recoverable amount represents the value-in-use based on an internal discounted cash flow calculation. Impairment losses recognised for cash-generating units, to which goodwill has been allocated, are credited initially to the carrying amount of goodwill. Any remaining impairment loss is charged pro rata to the other assets in the cash-generating unit. With the exception of goodwill, all assets are subsequently reassessed for indications that an impairment loss previously recognised may no longer exist.

Any impairment loss is charged to the profit or loss unless it reverses a previous revaluation in which case it is charged to equity.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

2 Accounting policies (Cont'd)

2.20 Impairment of non-financial assets (Cont'd)

With the exception of goodwill,

- An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount or when there is an indication that the impairment loss recognised for the asset no longer exists or decreases.
- An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined if no impairment loss had been recognised.
- A reversal of an impairment loss on a revalued asset is credited directly to equity under the heading revaluation surplus. However, to the extent that an impairment loss on the same revalued assets was previously recognised as an expense in the profit or loss, a reversal of that impairment loss is recognised as income in the profit or loss.

An impairment loss in respect of goodwill is not reversed, even if it relates to impairment loss recognised in an interim period that would have been reduced or avoided had the impairment assessment been made at a subsequent reporting or end of reporting period.

2.21 Related parties

A related party is defined as follows:

- (a) A person or a close member of that person's family is related to the Group and the Company if that person:
 - (i) has control or joint control over the Company;
 - (ii) has significant influence over the Company; or
 - (iii) is a member of the key management personnel of the Company or the Group or of a parent of the Company.
- (b) An entity is related to the Group and the Company if any of the following conditions applies:
 - (i) the entity and the Company 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.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

2 Accounting policies (Cont'd)

2.21 Related parties (Cont'd)

- (b) An entity is related to the Group and the Company if any of the following conditions applies: (Cont'd)
- (v) the entity is a post-employment benefit plan for the benefit of employees of either the Company or an entity related to the Company. If the Company is itself such a plan, the sponsoring employers are also related to the Company.
 - (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).
 - (viii) the entity, or any member of a group of which it is a part, provides key management personnel services to the Company or to the parent of the Company.

Key management personnel

Key management personnel are those persons having the authority and responsibility for planning, directing and controlling the activities of the entity. Directors and certain general managers are considered key management personnel.

2.22 Revenue recognition

Revenue is recognised when the Group satisfies a performance obligation by transferring a promised good or extending a service to the customer, which is when the customer obtains control of the good or derived benefits from the usage of the service. A performance obligation may be satisfied at a point in time or over time. If a performance obligation is satisfied over time, the revenue is recognised based on the percentage of completion reflecting the progress towards complete satisfaction of that performance obligation. The amount of revenue recognised is the amount allocated to the satisfied performance obligation.

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

(a) Sale of goods

Revenue is recognised at a point in time when the control of the goods is transferred, being when the goods are delivered to the customer or collected by customer which signify that all criteria for acceptance have been satisfied.

(b) Services rendered

Revenue from villa operation, ferry services, golfing, use of social facilities, food and beverages is recognised when the services are rendered or when the supplies are delivered to customers.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

2 Accounting policies (Cont'd)

2.22 Revenue recognition (Cont'd)

(b) Services rendered (Cont'd)

Revenue from golf subscription fees is recognised over the period of the subscription while non-refundable golf club membership is recognised as revenue in the period of sale.

(c) Utilities revenue

Revenue from electricity and water is recognised at a point in time upon consumption by the customer.

(d) Rental and service and maintenance

Rental from investment properties is recognised proportionately over the lease term. The service and maintenance is provided evenly over the lease term. The aggregate cost of any incentives as a reduction of rental income is recognised proportionately over the lease term. Rental payments received in advance are recorded as unearned income and amortised proportionately over the lease term using the straight-line method. Deposits received from tenants are recorded as part of other current liabilities.

(e) Telecommunication service

Revenue from telecommunication services is recognised over a period of time as it accrues over the term of the telecommunication contracts. Revenue from telecommunication installation services is recognised when the installations are placed in service. Revenue from network interconnection with other domestic telecommunication carriers is recognised when the time connection takes place.

(f) Sales of land and factory

The Group sells land for development and factories in the ordinary course of business. Revenue is recognised at a point of time when the control over the property has been transferred to the customer, which coincides with the transfer of the legal title, as the satisfaction of the performance obligation.

(g) Interest income

Interest income is recognised on a time-apportioned basis using the effective interest rate method.

(h) Dividends

Dividend income is recognised when the shareholders' right to receive the payment is established.

(i) Government grants

Government grants are recognised at their fair value where there is reasonable assurance that the grant will be received, and the attaching conditions will be complied with. When the grant relates to an expense item, it is recognised in the profit and loss account over the period necessary to match them on a systematic basis to the costs that it is intended to compensate.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

2 Accounting policies (Cont'd)

2.23 Borrowing costs

Borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are recognised as part of the cost of the related asset. Otherwise, borrowing costs are recognised as expenses when incurred. Borrowing costs consist of interests and other financing charges that the Group incurs in connection with the borrowing of funds.

Capitalisation of borrowing costs commences when the activities to prepare the qualifying asset for its intended use are in progress and the expenditures for the qualifying asset and the borrowing costs have been incurred. Capitalisation of borrowing costs ceases when substantially all the activities necessary to prepare the qualifying assets are substantially completed for their intended use.

Foreign exchange differences arising from foreign currency borrowings are capitalised to the extent that they are regarded as an adjustment to interest costs.

2.24 Functional currencies

Functional and presentation currency

Items included in the financial statements of each entity in the Group are measured using the currency of the primary economic environment in which the entity operates ("functional currency"). The financial statements of the Group and the Company are presented in Singapore Dollar, which is also the functional currency of the Company.

2.25 Conversion of foreign currencies

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 date of the transactions. Currency translation 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 as at the end of reporting period are recognised in the profit or loss. However, in the consolidated financial statements, currency translation differences arising from borrowings in foreign currencies and other currency instruments designed and qualifying as net investment hedged and net investment in foreign operations are recognised in other comprehensive income and accumulated in the translation reserve.

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

Foreign exchange gains and losses that relate to borrowings are presented in the consolidated statement of comprehensive income within "finance costs". Foreign currency gains and losses are reported on a net basis as either other income or other operating expense depending on whether foreign currency movements are in a net gain or net loss position.

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.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

2 Accounting policies (Cont'd)

2.25 Conversion of foreign currencies (Cont'd)

Group entities

The results and financial position of all the entities within the Group 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 rates at the end of the reporting period;
- (ii) Income and expenses for each statement presenting profit or loss and other comprehensive income (i.e. including comparatives) shall be translated at 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 translation reserve.

2.26 Operating segments

For management purposes, operating segments are organised based on their products and services which are independently managed by the respective segment managers responsible for the performance of the respective segment under their charge. The segment managers are directly accountable to their chief executive officer who regularly reviews the segment results in order to allocate resources to the segments and to assess segment performance.

3 Significant accounting judgements, estimates and assumptions

The preparation of the financial statements in conformity with SFRS(I) requires the use of judgements, estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the financial year. Although these estimates are based on management's best knowledge of current events and actions, actual results may differ from those estimates.

3.1 Judgement used in applying accounting policies

The following are the critical judgements, apart from those involving estimations (which are presented separately below), that have been made in the process of applying the Group's accounting policies and that have the most significant effect on the amounts recognised in financial statements.

(a) Going concern

As at 31 December 2024, the Company's current liabilities exceeded its current assets by S\$643,942,000 (31 December 2023 – S\$602,643,000). The Company's net current liabilities position is mainly due to the Company's loan from subsidiaries of S\$476,833,000 (31 December 2023 – S\$459,025,000) and amounts due to its subsidiaries of S\$124,201,000 (31 December 2023 – S\$112,335,000). Excluding the loans and amounts due to its subsidiaries, the Company's net current liabilities were S\$42,908,000 as at 31 December 2024 (31 December 2023 – S\$31,283,000).

The financial statements have been prepared on a going-concern basis as the Company is able to meet its current liabilities obligation for the next twelve months from the dividend through its subsidiaries, financing through capital market and the subsidiaries not to recall the loan under the instruction from the Company.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

3 Significant accounting judgements, estimates and assumptions (Cont'd)

3.1 Judgement used in applying accounting policies (Cont'd)

(a) Going concern (Cont'd)

The Group incurred a loss after tax of S\$46,514,000 (31 December 2023 – S\$14,859,000) and a total comprehensive loss of S\$59,336,000 (31 December 2023 – S\$9,489,000), and net cash outflows from operating activities of S\$39,399,000 (31 December 2023 – cash inflows of S\$22,218,000) for the year ended 31 December 2024. As at 31 December 2024 in the statement of financial position, the Group has cash and cash equivalents of S\$117,832,000 (31 December 2023 – S\$109,137,000) and net current assets of S\$586,892,000 (31 December 2023 – S\$548,123,000) which is able to support its working capital requirements. The Group has outstanding borrowings of S\$47,069,000 as at 31 December 2024 (31 December 2023 – S\$71,174,000) which is due within 12 months after end of reporting period.

The Group is of the view that the preparation of financial statements on a going concern basis is appropriate having regards to the following reasons:

- the Group is able to continue to raise funds through bank borrowings and capital market;
- the Group has unutilised credit facilities amounting to approximately S\$52.0 million (31 December 2023 – S\$23.9 million); and
- the Group is able to collect its total trade receivables as they fall due to settle its current liabilities.

(b) Income taxes (Note 29)

The Group has exposure to income taxes in several jurisdictions. Significant judgement is involved in determining the group-wide provision for income taxes. There are certain transactions and computations for which the ultimate tax determination is uncertain during the ordinary course of business. The Group recognises liabilities for expected tax issues based on estimates of whether additional taxes will be due.

Where the final tax outcome of these matters is different from the amounts that were initially recognised, such differences will impact the income tax and deferred tax provisions in the period in which such determination is made.

(c) Determination of cash-generating units ("CGU")

A CGU is defined as the smallest identifiable group of assets that generates cash inflows that are largely independent of the cash inflows from other assets or groups of assets. Significant judgement is required by management to determine whether multiple assets should be grouped to form a CGU. Management has identified the appropriate CGU level to be either at the business segment or at the entity level for the purpose of its assessment of impairment in non-financial assets and its investments in subsidiaries and associate companies.

(d) Classification of properties as investment properties (Note 7)

The Group classifies certain buildings and improvements as investment properties as these are leased out to earn rental income. The Group has assessed and determined that an insignificant portion of investment properties is held for its own use in the supply of building management services and/or for administration purposes.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

3 Significant accounting judgements, estimates and assumptions (Cont'd)

3.1 Judgement used in applying accounting policies (Cont'd)

(e) Classification of property leases as operating lease (as lessor) (Note 32(ii))

The Group has entered into commercial property leases on its investment properties. The Group has determined that it retains all the significant risks and rewards of ownership of these properties which are leased out on operating leases. The Group's operating leases (as lessor) contracted for as of 31 December 2024 is S\$141,615,000 (31 December 2023 – S\$130,506,000).

(f) Determination of functional currency

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

(g) Deferred tax assets (Note 10)

Deferred tax assets are recognised for all unused tax losses to the extent that it is probable that taxable profit will be available against which the losses can be utilised. Management judgements are required to determine the amount of deferred tax assets that can be recognised based upon the likely timing and the level of future taxable profits together with future tax planning strategies. The carrying amount of the Group's deferred tax assets as at 31 December 2024 is S\$1,084,000 (31 December 2023 – S\$1,218,000).

(h) Determination of the lease term (Note 22)

In determining the lease term, management considers all facts and circumstances that create an economic incentive to exercise an extension option or not exercise a termination option. Extension options (or periods after termination options) are only included in the lease term if the lease is reasonably certain to be extended (or not terminated). The lease term is reassessed if an option is actually exercised (or not exercised) or the Group becomes obliged to exercise (or not exercise) it. The assessment of reasonable certainty is only revised if a significant event or a significant change in circumstances occurs, which affects the assessment, and that is within the control of the lessee. For leases of premises, plant and equipment, and motor vehicles, the following factors are normally the most relevant:

- If there are significant penalties to terminate (or not extend), the Group is typically reasonably certain to extend (or not terminate).
- If any leasehold improvements are expected to have a significant remaining value, the Group is typically reasonably certain to extend (or not terminate).
- Otherwise, the Group considers other factors including historical lease durations and the costs and business disruption required to replace the leased asset.

As at 31 December 2024, no potential future cash outflows have been included in the lease liability because it is not reasonably certain that the leases will be extended (or not terminated).

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

3 Significant accounting judgements, estimates and assumptions (Cont'd)

3.1 Judgement used in applying accounting policies (Cont'd)

(i) Investment in PT Indomobil Sukses Internasional Tbk ("PT IMAS") (Note 9)

Significant judgement is required in determining whether the Group exercises significant influence in PT IMAS, by its ability to participate in the financial and operating decisions of PT IMAS. Judgement is exercised and the Group has assessed that it is able to exercise significant influence through its percentages of voting rights together with its ability to participate in the financial and operating decisions of the Board of Directors and Board of Commissioners. The carrying amount of the Group's investment in PT IMAS as at 31 December 2024 is S\$343,246,000 (31 December 2023 – S\$356,504,000).

(j) Determination of indications of impairment of non-financial assets

Management assesses whether there are any indications of impairment of non-financial assets by reviewing internal and external factors/sources of information like economic, financial, industry, business etc. affecting the assets. Where there are mixed indicators, management will exercise their judgement to determine whether these events or circumstances indicate that the carrying amount may not be recoverable and accordingly the assets will be tested for impairment.

3.2 Accounting estimates and assumptions used in applying accounting policies

The accounting estimates and assumptions used are discussed below.

(a) Pension and employee benefits (Note 20)

The determination of the Group's obligation cost for pension and employee benefits liabilities is dependent on its selection of certain assumptions used by the independent actuaries in calculating such amounts. Those assumptions include among others, discount rates, future annual salary increase, annual employee turn-over rate, disability rate, retirement age and mortality rate. Actual results that differ from the Group's assumptions are recognised in profit or loss as and when they occurred. While the Group believes that its assumptions are reasonable and appropriate, significant changes in the Group's assumptions may materially affect its estimated liabilities for pension and employee benefits and net employee benefits expense. The carrying amount of employee benefit liabilities as at 31 December 2024 amounts to S\$11,093,000 (31 December 2023 – S\$10,688,000).

If the discount rate decreases by 1% from management's estimates, the present value of the pension and employee benefits obligation will increase by S\$4,400,000 (31 December 2023 – S\$4,219,000).

(b) Depreciation of property, plant and equipment (Note 5)

Property, plant and equipment are depreciated on a straight-line basis over their estimated useful lives. Management estimates the useful lives of these property, plant and equipment to be within 1 to 80 years. Changes in the expected level of usage and technological development could impact the economic useful lives and residual values of these assets, therefore future depreciation charges could be revised.

The carrying amount of the Group's property, plant and equipment as at 31 December 2024 is S\$150,472,000 (31 December 2023 – S\$158,541,000). If the depreciation of the property, plant and equipment increases/decreases by 10%, the Group's loss for the year will increase/decrease by S\$1,417,000 (31 December 2023 – S\$1,386,000).

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

3 Significant accounting judgements, estimates and assumptions (Cont'd)

3.2 Accounting estimates and assumptions used in applying accounting policies (Cont'd)

(c) Depreciation of investment properties (Note 7)

Investment properties are accounted for using the cost model and are depreciated on a straight-line basis over their estimated useful lives and impaired if necessary. Management estimates the useful lives of these investment properties to be within 3 to 30 years. The carrying value of the investment properties are reviewed when events or changes in circumstances indicate the carrying value may not be recoverable.

The carrying amount of the Group's investment properties as at 31 December 2024 is S\$136,291,000 (31 December 2023 – S\$88,625,000). If the depreciation of the investment properties increases/decreases by 10%, the Group's loss for the year will increase/decrease by S\$1,099,000 (31 December 2023 – S\$1,207,000).

(d) Estimation of the incremental borrowing rate ("IBR") (Note 22)

For the purpose of calculating the right-of-use asset and lease liability, an entity applies the interest rate implicit in the lease ("IRILL") and, if the IRILL is not readily determinable, the entity shall use its IBR applicable to the lease asset.

The IBR is the rate of interest that the entity would have to pay to borrow over a similar term, and with a similar security, the funds necessary to obtain an asset of a similar value to the right-of-use assets in a similar economic environment. For most of the leases whereby the Group is the lessee, the IRILL is not readily determinable. Therefore, the Group estimates the IBR relevant to each lease asset by using observable inputs (such as market interest rate and asset yield) when available and then making certain lessee specific adjustments (such as a group entity's credit rating). The carrying amount of the Group's right-of-use assets and lease liabilities are disclosed in Notes 6 and 22 respectively.

An increase/decrease of 50 basis points in the estimated IBR will not significantly decrease/increase the Group's right-of-use assets and vice versa, the lease liabilities.

(e) Allowance for decline in market values and obsolescence of land inventories (Note 12) and other inventories (Note 13)

Allowance for decline in market values and obsolescence of inventories is estimated based on the best available facts and circumstances including but not limited to the inventories' own physical conditions, their market selling prices, estimated costs of completion and estimated costs to be incurred for their sales. The provisions are re-evaluated and adjusted as additional information received affects the amount estimated.

The carrying amount of the Group's land inventories and other inventories as at 31 December 2024 are S\$604,371,000 (31 December 2023 – S\$602,398,000) and S\$5,990,000 (31 December 2023 – S\$6,818,000) respectively. If the net realisable value of the other inventories decreases by 10% from management's estimates, the Group's loss for the year will increase by S\$272,000 (31 December 2023 – S\$271,000).

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

3 Significant accounting judgements, estimates and assumptions (Cont'd)

3.2 Accounting estimates and assumptions used in applying accounting policies (Cont'd)

(f) Impairment assessment of investment in subsidiaries (Note 8) and associates (Note 9)

Determining whether investments in subsidiaries and associates are impaired requires an estimation of the recoverable amount which is the higher of fair value less costs of disposal and value-in-use. The value-in-use calculation requires the Company to estimate the future cash flows expected from the cash generating units and an appropriate discount rate in order to calculate the present value of the future cash flows. Fair value less costs of disposal is determined based on the revalued net assets value. Management has evaluated the recoverability of the investments based on such key assumptions and estimates.

The Company recognised an impairment charge on its subsidiaries of S\$6,901,000 (31 December 2023 – S\$537,000) during the financial year as disclosed in Note 8.

(g) Impairment assessment of property, plant and equipment (Note 5) and right-of-use assets (Note 6)

Determining whether property, plant and equipment and right-of-use assets are impaired requires an estimation of the recoverable amount which is the higher of fair value less costs of disposal and value-in-use. The value-in-use calculation requires the Group to estimate the future cash flow expected from the cash generating units and an appropriate discount rate in order to calculate the present value of the future cash flows. Fair value less costs of disposal is determined by external valuers based on either the market approach, cost approach or a combination of both.

The carrying amount of the Group's property, plant and equipment and right-of-use assets as at 31 December 2024 is S\$150,472,000 (31 December 2023 – S\$158,541,000) and S\$5,023,000 (31 December 2023 – S\$8,932,000) respectively.

(h) Allowance for expected credit losses ("ECL") of trade and other receivables (Note 14)

Allowances for ECL of receivables are based on assumptions about risk of default and expected loss rates. The Group uses judgement in making these assumptions and selecting the inputs to the ECL calculation, based on the Group's past collection history, existing market conditions as well as forward-looking estimates at each reporting date. Probability of default constitutes a key input in measuring ECL. Probability of default is an estimate of the likelihood of default over a given time horizon, the calculation of which includes historical data, current market conditions, assumptions and expectations of future conditions.

For non-trade receivables, the Group and the Company apply the general approach to determine ECL. ECL is measured as an allowance equal to 12-month ECL for stage-1 (low credit risk) assets, or lifetime ECL for stage-2 (deterioration in credit risk) or stage-3 (credit-impaired) assets. An asset moves from stage-1 to stage-2 when its credit risk increases significantly and subsequently to stage-3 as it becomes credit-impaired. In assessing whether credit risk has significantly increased, the Group and the Company consider qualitative and quantitative reasonable and supportable forward-looking information.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

3 Significant accounting judgements, estimates and assumptions (Cont'd)

3.2 Accounting estimates and assumptions used in applying accounting policies (Cont'd)

- (h) Allowance for expected credit losses ("ECL") of trade and other receivables (Note 14) (Cont'd)

Lifetime ECL represents ECL that will result from all possible default events over the expected life of a financial instrument whereas 12-month ECL represents the portion of lifetime ECL expected to result from default events possible within 12 months after the reporting date.

For receivables which are trade in nature, the Group and the Company apply the simplified approach and uses a provision matrix to calculate ECL. The provision rates are based on days past due for groupings of various customer segments that have similar loss patterns. The provision matrix is initially based on the Group and the Company's historical observed default rates.

The Group and the Company will calibrate the matrix to adjust historical credit loss experience with current market conditions and forward-looking information. The assessment of the correlation between historical observed default rates, forecast economic conditions and ECL is a significant estimate. The amount of ECL is sensitive to changes in circumstances and forecast economic conditions.

The net carrying amounts of the Company's and the Group's trade and other receivables as at 31 December 2024 amounted to S\$65,460,000 (31 December 2023 – S\$69,725,000) and S\$59,987,000 (31 December 2023 – S\$46,830,000) respectively. A decrease of 10% in the estimated future cash inflows will not lead to further allowance for impairment on the Group's trade and other receivables.

4 Intangible assets

	The Group			The Company	
	Goodwill	Computer software	Total	Computer software	Total
	\$'000	\$'000	\$'000	\$'000	\$'000
<u>Cost</u>					
At 1 January 2023	1,814	2,083	3,897	676	676
Additions	–	27	27	10	10
Reclassification/transfer from property, plant and equipment (Note 5)	–	42	42	–	–
Exchange translation differences	–	(30)	(30)	–	–
At 31 December 2023	1,814	2,122	3,936	686	686
Additions	–	2,952	2,952	4	4
Disposal	–	(1)	(1)	–	–
Exchange translation differences	–	(5)	(5)	–	–
At 31 December 2024	1,814	5,068	6,882	690	690

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

4 Intangible assets (Cont'd)

	The Group			The Company	
	Goodwill	Computer software	Total	Computer software	Total
	\$'000	\$'000	\$'000	\$'000	\$'000
<u>Accumulated amortisation and impairment</u>					
At 1 January 2023	1,814	1,960	3,774	676	676
Amortisation for the year (Note 28)	–	84	84	2	2
Exchange translation differences	–	(30)	(30)	–	–
At 31 December 2023	1,814	2,014	3,828	678	678
Amortisation for the year (Note 28)	–	84	84	6	6
Disposal	–	(1)	(1)	–	–
Exchange translation differences	–	(2)	(2)	–	–
At 31 December 2024	1,814	2,095	3,909	684	684
<u>Net book value</u>					
At 31 December 2024	–	2,973	2,973	6	6
At 31 December 2023	–	108	108	8	8

a. Impairment test for goodwill

For the purpose of goodwill impairment testing, the carrying amount of goodwill is allocated to the Group's cash-generating units ("CGU") identified according to business segments. The recoverable amount of a CGU was determined based on value-in-use calculation. The value-in-use calculation is a discounted cash flow model using cash flow projections based on financial budgets approved by management covering a five-year period.

b. Amortisation expense included in the profit or loss is analysed as follows:

	The Group	
	2024	2023
	\$'000	\$'000
(a) Cost of goods sold	46	35
(b) Other operating expenses (Note 26)	20	43
(c) General and administrative expenses	18	6
	84	84

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

5 Property, plant and equipment

The Group	Leasehold improvements and land improvements and landfills \$'000	Land improvements and landfills \$'000	Building and infrastructure \$'000	Golf course \$'000	Utilities plant and machinery \$'000	Machinery and equipment \$'000	Vessels and ferry equipment \$'000	Working wharf and reservoir \$'000	Transportation equipment and vehicles \$'000	Furniture, fixtures and equipment \$'000	Construction- in-progress \$'000	Total \$'000
Cost												
At 1 January 2024	92,347	9,420	234,994	25,307	289,626	95,317	56,450	11,698	4,994	24,447	39,112	883,712
Exchange translation differences	-	-	(65)	-	-	(207)	-	-	(10)	(21)	(2)	(305)
Additions	5,042	-	16,734	-	7,693	1,294	1,021	-	156	1,244	4,910	38,094
Reclassification/transfer to investment properties (Note 7)	-	-	6,317	-	111	217	-	-	-	52	(37,481)	(30,784)
Disposals	-	-	(114)	-	(37)	(215)	(10,165)	-	(179)	(973)	(10)	(11,693)
At 31 December 2024	97,389	9,420	257,866	25,307	297,393	96,406	47,306	11,698	4,961	24,749	6,529	879,024
Accumulated depreciation												
At 1 January 2024	32,555	9,319	220,336	16,285	277,697	84,235	47,285	11,358	4,846	21,255	-	725,171
Exchange translation differences	-	(1)	(23)	-	-	(126)	-	(13)	(6)	(20)	-	(189)
Depreciation for the year (Note 28)	1,798	16	3,181	544	2,983	2,183	2,235	353	156	717	-	14,166
Reclassification/transfer to investment properties (Note 7)	-	-	1,055	-	-	-	-	-	-	-	-	1,055
Disposals	-	-	(114)	-	(27)	(215)	(10,146)	-	(179)	(970)	-	(11,651)
At 31 December 2024	34,353	9,334	224,435	16,829	280,653	86,077	39,374	11,698	4,817	20,982	-	728,552
Net book value												
At 31 December 2024	63,036	86	33,431	8,478	16,740	10,329	7,932	-	144	3,767	6,529	150,472

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

5 Property, plant and equipment (Cont'd)

The Group	Leasehold land and improvements \$'000	Land improvements and landfill \$'000	Building and infrastructures \$'000	Golf course \$'000	Utilities plant and machinery \$'000	Machinery and equipment \$'000	Vessels and ferry equipment \$'000	Working wharf and reservoir \$'000	Transportation equipment and vehicles \$'000	Furniture, fixtures and equipment \$'000	Construction- in-progress \$'000	Total \$'000
Cost												
At 1 January 2023	92,270	9,420	228,416	25,307	288,137	94,976	56,509	11,698	5,358	25,058	8,003	845,152
Exchange translation differences	-	-	(7)	-	-	(48)	-	-	(1)	(5)	(26)	(87)
Additions	77	-	5,789	-	556	1,815	956	-	245	220	38,322	47,980
Reclassification/transfer to intangible assets (Note 4)	-	-	-	-	-	-	-	-	-	-	(42)	(42)
Reclassification/transfer to investment properties (Note 7)	-	-	1,135	-	1,186	-	-	-	-	-	(7,145)	(4,824)
Disposals	-	-	(339)	-	(253)	(1,426)	(1,015)	-	(608)	(826)	-	(4,467)
At 31 December 2023	92,347	9,420	234,994	25,307	289,626	95,317	56,450	11,698	4,994	24,447	39,112	883,712
Accumulated depreciation												
At 1 January 2023	30,762	9,302	217,954	15,741	274,945	83,601	45,858	10,966	5,244	21,426	-	715,799
Exchange translation differences	-	-	(6)	-	-	(59)	-	-	(2)	(6)	-	(73)
Depreciation for the year (Note 28)	1,793	17	2,726	544	3,005	2,075	2,442	392	212	657	-	13,863
Disposals	-	-	(338)	-	(253)	(1,382)	(1,015)	-	(608)	(822)	-	(4,418)
At 31 December 2023	32,555	9,319	220,336	16,285	277,697	84,235	47,285	11,358	4,846	21,255	-	725,171
Net book value												
At 31 December 2023	59,792	101	14,658	9,022	11,929	11,082	9,165	340	148	3,192	39,112	158,541

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

5 Property, plant and equipment (Cont'd)

	Furniture fixtures and equipment \$'000	Office equipment \$'000	Leasehold improvements \$'000	Total \$'000
The Company				
<u>Cost</u>				
At 1 January 2023	126	283	242	651
Additions	–	102	–	102
At 31 December 2023	126	385	242	753
Additions	–	35	–	35
Disposals	–	(21)	–	(21)
At 31 December 2024	126	399	242	767
<u>Accumulated depreciation</u>				
At 1 January 2023	126	275	242	643
Depreciation for the year	–	11	–	11
At 31 December 2023	126	286	242	654
Depreciation for the year	–	43	–	43
Disposals	–	(20)	–	(20)
At 31 December 2024	126	309	242	677
<u>Net book value</u>				
At 31 December 2024	–	90	–	90
At 31 December 2023	–	99	–	99

Depreciation expense

		The Group	
		2024	2023
	Note	\$'000	\$'000
Depreciation expense are charged to profit or loss as follows:			
(a) Cost of goods sold		13,437	13,221
(b) Other operating expenses	26	298	249
(c) General and administrative expenses		431	393
	28	14,166	13,863

- (i) As at 31 December 2024, certain property, plant and equipment with carrying value totalling approximately S\$63,627,000 (31 December 2023 – S\$61,282,000) have been pledged as security to banks to secure borrowing and credit facilities for the Group (Note 19(ii)).

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

5 Property, plant and equipment (Cont'd)

(ii) Leasehold land

The details of the leasehold land ("Hak Guna Bangunan"/"HGB") comprise the following:

HGB	Expiration date	Location
PT Bintan Resort Cakrawala	22 September 2043 (35.85 ha) 13 December 2023 (66 ha) ⁽¹⁾ 16 February 2025 (70.72 ha) ⁽¹⁾ 16 February 2025 (1,559 ha) ⁽¹⁾	Bintan Island
PT Batamindo Investment Cakrawala	17 December 2039 (222.92 ha) 26 February 2025 (26.81 ha) ⁽¹⁾ 01 July 2031 (1.50 ha) 13 July 2050 (40.38 ha)	Batam Island
PT Batamindo Executive Village	31 August 2040 (193 ha)	Batam Island
PT Bintan Inti Industrial Estate (246.44 ha excluding land sold)	24 August 2075 (236.92 ha) 13 December 2043 (9.52 ha)	Bintan Island
PT Batam Bintan Telekomunikasi	22 June 2035 (94 sqm)	Batam Island

(1) The Group has submitted the applications for the renewal of HGB and is awaiting the completion of the process.

The Group evaluates any indication of impairment in the property, plant and equipment at the end of the reporting period. Carrying amount of property, plant and equipment are reviewed for any impairment and possible write-down of carrying amount whenever events or changes in circumstances indicate that their carrying amount exceed its recoverable amount. Management is of the opinion that the carrying amount of all the property, plant and equipment of the Group does not exceed its recoverable amount, and hence no impairment is necessary.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

6 Right-of-use assets

	The Group				The Company	
	Office and buildings \$'000	Transportation equipment and motor vehicles \$'000	Machinery and equipment \$'000	Total \$'000	Office and buildings \$'000	Total \$'000
<u>Costs</u>						
At 1 January 2023	6,652	1,250	13,070	20,972	2,054	2,054
Exchange translation differences	(8)	(1)	–	(9)	–	–
Additions	223	545	–	768	–	–
De-recognition of assets	–	–	–	–	(51)	(51)
Terminated/disposals	(2,534)	(66)	–	(2,600)	–	–
At 31 December 2023	4,333	1,728	13,070	19,131	2,003	2,003
Exchange translation differences	(21)	(3)	–	(24)	–	–
Additions	–	822	–	822	–	–
Terminated/disposals	(645)	(475)	–	(1,120)	–	–
At 31 December 2024	3,667	2,072	13,070	18,809	2,003	2,003
<u>Accumulated depreciation</u>						
At 1 January 2023	4,060	622	3,112	7,794	1,073	1,073
Exchange translation differences	(4)	(1)	–	(5)	–	–
Depreciation for the year (Note 28)	882	280	3,734	4,896	248	248
De-recognition of assets	–	–	–	–	21	21
Terminated/disposals	(2,420)	(66)	–	(2,486)	–	–
At 31 December 2023	2,518	835	6,846	10,199	1,342	1,342
Exchange translation differences	(8)	–	–	(8)	–	–
Depreciation for the year (Note 28)	583	327	3,734	4,644	248	248
Terminated/disposals	(633)	(416)	–	(1,049)	–	–
At 31 December 2024	2,460	746	10,580	13,786	1,590	1,590
<u>Net book value</u>						
At 31 December 2024	1,207	1,326	2,490	5,023	413	413
At 31 December 2023	1,815	893	6,224	8,932	661	661

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

6 Right-of-use assets (Cont'd)

		The Group	
		2024	2023
	Note	\$'000	\$'000
Depreciation expense			
Depreciation expenses are charged to profit or loss as follows:			
(a) Cost of goods sold		3,863	3,866
(b) Other operating expenses	26	781	1,030
	28	4,644	4,896

Leased properties are located in Singapore and Indonesia.

Information about the Group's leasing activities are disclosed in Note 32.

The Group evaluates any indication of impairment in the right-of-use assets at the end of reporting period. Carrying amount of right-of-use assets are reviewed for any impairment and possible write-down of carrying amount whenever events or changes in circumstances indicate that their carrying amount exceed its recoverable amount. Management is of the opinion that the carrying amount of all the right-of-use assets of the Group does not exceed its recoverable amount, and hence no impairment is necessary.

7 Investment properties

	The Group	
	2024	2023
	\$'000	\$'000
<u>Cost</u>		
Balance at beginning of year	583,566	573,982
Additions	26,809	4,859
Disposals	(67)	(90)
Transfer from property, plant and equipment (Note 5)	30,784	4,824
Translation differences	–	(9)
Balance at end of year	641,092	583,566
<u>Accumulated depreciation</u>		
Balance at beginning of year	494,941	482,963
Depreciation for the year (Note 28)	10,992	12,072
Disposals	(67)	(87)
Transfer from property, plant and equipment (Note 5)	(1,055)	–
Translation differences	(10)	(7)
Balance at end of year	504,801	494,941
Net book value	136,291	88,625
Rental income (Note 28)	35,482	33,502
Direct operating expenses arising from investment property that generated rental income (Note 28)	(7,698)	(10,023)
Gross profit arising from investment properties	27,784	23,479

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For the financial year ended 31 December 2024

7 Investment properties (Cont'd)

The Group has adopted the cost model under SFRS(I) 1-40 Investment Property for its investment properties.

Investment properties of the Group are held mainly for use by tenants under operating leases.

The following are the details of the investment properties of the Group:

Description and location	Gross Area (approximately)
Factories, dormitories, commercial complex, housing and villas in Batamindo Industrial Park, Bintan Inti Industrial Estate, Southlinks Country Club and Bintan Resorts situated at Batam and Bintan Island	1,474,492 sqm

The fair value of certain investment properties situated at Batam and Bintan islands as at 31 December 2024 is S\$214,881,000 (31 December 2023 – S\$175,783,000). The fair values are determined by independent professional valuers, using generally accepted approaches to valuation, namely, income approach, market approach and cost approach. The Group's investment properties as at 31 December 2024 and 31 December 2023 are classified under level 3 of the fair value hierarchy.

8 Subsidiaries

	The Company	
	2024	2023
	\$'000	\$'000
<u>Unquoted equity shares, at cost</u>		
Balance on beginning of year	1,215,952	1,216,014
Addition ⁽¹⁾	6,344	219
Struck off ⁽²⁾	–	–
Disposal/deconsolidation of subsidiary ⁽³⁾	(1,323)	(281)
Balance at end of year	1,220,973	1,215,952
Amount due from subsidiary being net extension of investment	14,973	14,973
	1,235,946	1,230,925
<u>Less: Accumulated impairment</u>		
Balance on beginning of year	98,221	99,338
Impairment loss ⁽⁴⁾	6,901	537
Reversal of impairment loss ⁽⁵⁾	(868)	(1,654)
Balance at end of year	104,254	98,221
Net investment	1,131,692	1,132,704

(1) 31 December 2024

- (a) The Company has acquired 50% in Sembawang KMP Corporation Pte Ltd ("SKMP"), now known as Gallant KMP Pte. Ltd. ("GKMP"), for consideration transferred of S\$195,808. Please refer to Note 8(a) for details of the acquisition.
- (b) The Company has acquired 70% of the shares in Bintan Resort Ferries Private Limited ("BRF") from its subsidiary, PT Bintan Resort Cakrawala ("PT BRC") for S\$7,824,880 as part of an internal restructuring. Prior to the acquisition, the Company directly owned 30% in BRF in connection with this transaction, the Company has revalued its existing 30% interest in BRF from S\$5,200,000 to S\$3,354,000, resulting in revaluation adjustment of S\$1,846,000. The internal restructuring is to streamline its ownership structure for greater operational and administrative efficiency.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

8 Subsidiaries (Cont'd)

- (c) The Company and its wholly-owned subsidiary, PT Buana Megawisatama ("PT BMW") have increased its investment in PT Gallant Lagoi Datacenter ("PT GLD"), a wholly-owned subsidiary of the Group, by way of a capital injection of IDR1,999,500,000 (approximately S\$169,739) and IDR7,998,000,000 (approximately S\$678,956). With the capital injection, PT GLD has an issued and paid-up capital of IDR13,330,000,000 (approximately S\$1,131,593).

31 December 2023

- (a) The Company and its wholly-owned subsidiary, PT Buana Megawisatama ("PT BMW") have increased its investment in PT Gallant Lagoi Abadi ("PT GLA"), a wholly-owned subsidiary of the Group, by way of a capital injection of IDR2,393,500,000 (approximately S\$210,181) and IDR9,574,000,000 (approximately S\$839,560). With the capital injection, PT GLA has an issued and paid-up capital of IDR15,300,000,000 (approximately S\$1,403,725).
- (b) The Company and its subsidiary, PT Batamindo Investment Cakrawala ("PT BIC") incorporated a wholly-owned subsidiary in Indonesia known as PT Batamindo Sukses Makmur ("PT BSM") with shareholding of 1% and 99% respectively. PT BSM has an initial issued and paid-up capital of IDR10,000,000,000 (approximately S\$887,276).
- (2) In 2024, the Company's direct wholly-owned subsidiary, Win Field Limited ("WFL"), incorporated in the British Virgin Islands, has been struck off from the Register of Companies for an amount of S\$1.36.

(3) 31 December 2024

The Company has undertaken an internal restructuring by transferring 9,800 shares, representing 98% in the share capital of PT Batamindo Green Perkasa ("PT BGP") to its subsidiary, PT Batamindo Investment Cakrawala ("PT BIC").

31 December 2023

Please refer to Note 8(b) for details of deconsolidation of subsidiary.

(4) Impairment loss

31 December 2024

The Company recognised an impairment loss of S\$2,967,000 for its direct shareholding in PT Bintan Resort Cakrawala ("PT BRC") and S\$3,934,000 in Singapore-Bintan Resort Holdings Pte Ltd ("SBRH").

31 December 2023

The Company recognised an impairment loss of S\$537,000 for its direct shareholding PT Bintan Inti Industrial Estate ("PT BIIE") as the recoverable amounts were lower than the cost of investment.

(5) Reversal of impairment loss

31 December 2024

The Company recognised a reversal of impairment loss of S\$868,000 for its direct shareholding PT Bintan Inti Industrial Estate ("PT BIIE").

31 December 2023

The Company recognised a reversal of impairment loss of S\$1,076,000 for its direct shareholding PT Bintan Resort Cakrawala ("PT BRC") and S\$578,000 in Singapore-Bintan Resort Holdings Pte Ltd ("SBRH") as the favourable changes in indicators led to higher recoverable amounts.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

8 Subsidiaries (Cont'd)

At the reporting date, the Group conducted a review of the recoverable amounts of its investments in subsidiaries in view of the continuing losses in certain subsidiaries. The recoverable amount was determined as the higher of fair value less costs of disposal (FVLCD) and value in use (VIU). For the financial year ended 31 December 2024, the recoverable amount was determined based on FVLCD (Level 3 of the fair value hierarchy), which was derived from the revalued net asset value using market comparable. For the financial year ended 31 December 2023, the recoverable amount was determined using the VIU approach, based on a discounted cash flow model. The VIU calculation in 2023 used cash flow projections derived from financial budgets approved by management covering a five-year period, with cash flows beyond this period extrapolated using an estimated growth rate. The key assumptions applied in 2023 included a gross margin of 36.82% to 44.28%, a discount rate of 10.70% to 13.48%, and a growth rate of 3.00%.

Management has determined that a subsidiary is considered material to the Group if the Group's share of its net tangible assets represents 20% or more of the Group's consolidated net tangible assets, or if the Group's share of its revenue accounts for 10% or more of the Group's consolidated revenue.

Details of the Group's material subsidiaries at the end of the reporting period are set out below:

Name	Place of incorporation/ and operation	Proportion of ownership interest and voting rights held by the Group		Principal activities
		2024	2023	
		%	%	
<u>Directly held</u>				
PT Batamindo Investment Cakrawala ("PT BIC") ⁽¹⁾	Indonesia	99.99	99.99	Development and management of industrial estate
<u>Held by Verizon Resorts Limited</u>				
PT Buana Megawisatama ("PT BMW") ⁽²⁾	Indonesia	99.99	99.99	Wholesaler of hotels, resorts and golf courses, resort development activities and business management consultancy

(1) Audited by Mirawati Sensi Idris, a member firm of Moore Global.

(2) Audited by Johan Malonda Mustika & Rekan.

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For the financial year ended 31 December 2024

8 Subsidiaries (Cont'd)

At the end of the reporting period, the Company has other subsidiaries that are not material to the Group. The principal activities of these subsidiaries are summarised as follows:

Principal activities	Place of incorporation/ and operation	Number of subsidiaries	
		2024	2023
Data centers	Singapore	1	1
Data centers	Indonesia	1	1
Development, operation and management of industrial park/resorts/residential/country club	Indonesia	16	16
Dormant	Singapore	–	1
General warehousing	Singapore	1	1
Growing of food crops	Singapore	1	1
Growing of food crops	Indonesia	1	1
Investment holding	British Virgin Islands	1	3
Investment holding	Malaysia	1	1
Investment holding	Seychelles	–	1
Investment holding	Singapore	4	3
Management and consultancy services	Singapore	2	2
Provision of ferry services	Singapore	1	1
Solar energy	Indonesia	1	1
Telecommunication services	Indonesia	1	1
		32	35

There are no subsidiaries that have non-controlling interests that are material to the Group.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

8 Subsidiaries (Cont'd)

8(a) Acquisition of subsidiary

On 30 December 2024, the Company acquired 50% of equity interest in Sembawang KMP Corporation Pte Ltd ("SKMP"), now known as Gallant KMP Pte. Ltd. ("GKMP"), for consideration transferred of S\$195,808. SKMP is a single-asset investment holding company incorporated in Singapore whose only assets is shares representing 5% in PT Batamindo Executive Village ("PT BEV"), a company incorporated in Indonesia. The Group currently holds 77.5% in PT BEV. The acquisition of SKMP allows the Group to gain greater control over PT BEV and recognise higher share of its earnings, positively impacting the Group's overall performance.

Details of the consideration, assets acquired, liabilities assumed and purchase bargain arising, and the effects on the cash flows of the Group at acquisition date were as follows:

	SKMP \$'000
<u>Consideration transferred for the acquisition</u>	
Cash	196
Consideration transferred	196
<u>Identifiable assets acquired and liabilities assumed at fair value on 30 December 2024</u>	
Cash and cash equivalents	342
Investment in equity	2,616
Trade and other payables	(2,242)
Identifiable net assets acquired	716
Less: Non-controlling interests	358
	358
<u>Bargain purchase arising from acquisition</u>	
Consideration transferred	196
Less: Fair value of identified net assets acquired, net of non-controlling interests	358
	162
<u>Effects on cash flows of the Group</u>	
Consideration transferred	196
Less: Cash and cash equivalents of the subsidiary acquired	342
Net cash inflow on acquisition	146

The Group has elected to recognise the 50% non-controlling interests in SKMP based on its proportionate share in the recognised amounts of identifiable assets acquired and liabilities assumed of the acquiree.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

8 Subsidiaries (Cont'd)

8(b) Deconsolidation of subsidiary

In 2023, the Company and its wholly-owned subsidiary, PT Buana Megawisatama ("PT BMW") shareholding in PT Gallant Lagoi Abadi ("PT GLA") was diluted from 20% to 9% and 80% to 36% respectively as PT GLA has allotted a total of 1,222 new shares amounting to aggregate cash consideration of IDR18,696,600,000 (approximately S\$1,640,041) to PT Agung Propindo Nusantara. Consequentially, the Group lost its control to govern PT GLA's financial and operating policies while retaining only significant influence due to the loss of power to cast majority of votes at PT GLA level.

Details of the deconsolidation are as follows:

	PT GLA \$'000
<i>Carrying amounts of net asset over which control was lost</i>	
Non-current assets	877
Current assets	456
Add: Realisation of reserves	59
Net assets de-recognised	1,392
<i>Loss on deconsolidation</i>	
Investment retained at fair value	1,338
Cash consideration	—
	1,338
Less: Net assets de-recognised	1,392
	54
<i>Effects on cash flows of the Group</i>	
Cash consideration paid	—
Cash and cash equivalents in subsidiary deconsolidated	1
Net cash outflows on deconsolidation	(1)

8(c) Changes of non-controlling interests of a subsidiary

- (i) In April 2024, PT Batam Bintan Telekomunikasi ("PT BBT"), an indirect 95% owned subsidiary of the Company, bought back 250,000 of its shares ("Share Buy-Back") from PT Telekomunikasi Indonesia Tbk for cash consideration of IDR5,700,000 (approximately S\$486,919). This represented 5% of PT BBT's issued shares.

The carrying amount of PT BBT's net assets on the date of the acquisition was S\$6,481,000. The Group recognised a decrease in other reserves and non-controlling interests of S\$163,000 and S\$324,000, respectively.

The following summarises the effect of changes in the Group's ownership interest in PT BBT:

	\$'000
Carrying amount of non-controlling interest acquired	324
Consideration paid to non-controlling interest	(487)
Decrease in equity attributable to owners of the Company	(163)

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

8 Subsidiaries (Cont'd)

8(c) Changes of non-controlling interests of a subsidiary (Cont'd)

- (ii) In June 2024, PT BBT issued a total of 2,692,000 new shares for cash consideration of approximately S\$1,482,658 to PT Persada Nusantara Telekomunikasi ("PT PNT") to acquire PT PNT's telecommunication software and systems in Indonesia for expansion of its telecommunication business in Greater Indonesia. The allotment of the new shares to PT PNT represents approximately 36.17% of PT BBT's total number of issued shares excluding treasury shares.

The carrying amount of PT BBT's net assets before the issuance of new shares was S\$5,417,000. The Group recognised a decrease of S\$1,013,000 in other reserves and an increase in non-controlling interest of S\$2,496,000.

The following summarises the effect of changes in the Group's ownership interest in PT BBT:

	\$'000
The Group's carrying amount in PT BBT after the issuance of new shares	4,404
The Group's carrying amount in PT BBT before the issuance of new shares	(5,417)
Decrease in equity attributable to owners of the Company	(1,013)

- (iii) In December 2024, the Company acquired 50% of the shares in Sembawang KMP Corporation Pte Ltd ("SKMP"), now known as Gallant KMP Pte. Ltd. ("GKMP"), for S\$195,808. SKMP holds 5% of PT Batamindo Executive Village ("PT BEV") and the Group currently holds 77.5% of PT BEV. With this acquisition, SKMP has become a subsidiary of the Group, and the Group's effective interest in PT BEV has increased from 77.5% to 80%.

The carrying amount of PT BEV's net assets on the date of the acquisition was S\$8,466,000. The Group recognised a decrease of S\$2,405,000 in other reserves and S\$211,000 in non-controlling interests.

The following summarises the effect of changes on the Group's ownership interest in PT BEV:

	\$'000
Carrying amount of non-controlling interests acquired	211
Consideration paid to non-controlling interests	—
Reversal of SKMP's investment in PT BEV	2,616
Decrease in equity attributable to owners of the Company	(2,405)

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

8 Subsidiaries (Cont'd)

8(c) Changes of non-controlling interests of a subsidiary (Cont'd)

- (iv) In December 2024, the Company acquired 70% of the shares in Bintan Resort Ferries Private Limited ("BRF") from its subsidiary, PT Bintan Resort Cakrawala ("PT BRC") for cash consideration of S\$7,824,880 as part of the internal restructuring exercise. Prior to the acquisition, the Company directly owned 30% of BRF, while PT BRC held 70%. After the acquisition, the Group's interest in BRF increased from 96.87% to 100%.

The carrying amount of BRF's net assets on the date of the acquisition was S\$12,865,000. The Group recognised an increase of S\$403,000 in other reserves and a decrease in non-controlling interests of S\$403,000.

The following summarises the effect of changes in the Group's ownership interest in BRF:

	\$'000
Carrying amount of non-controlling interests acquired	403
Consideration paid to non-controlling interests	–
Increase in equity attributable to owners of the Company	403

9 Associates

	The Group		The Company	
	2024	2023	2024	2023
	\$'000	\$'000	\$'000	\$'000
<u>Carrying amount</u>				
Beginning of the year	368,961	358,502	381,974	347,826
Additions during the year ⁽¹⁾	16,000	1,338	16,000	–
Reversal/(impairment loss) ⁽²⁾	–	–	–	34,148
	384,961	359,840	397,974	381,974
Group's share of:				
– Profit	839	7,794	–	–
– Other comprehensive (loss)/income	(12,786)	4,747	–	–
– Total comprehensive (loss)/income	(11,947)	12,541	–	–
Dividend received during the year	(1,638)	(1,862)	–	–
Group's share of other reserves	88	(1,558)	–	–
End of the year	371,464	368,961	397,974	381,974

(1) In June 2024, the Company acquired 40% of Regent Group Pte. Ltd. ("Regent") (formerly known as Legend Logistics Group Pte Ltd) for consideration transferred of S\$16,000,000.

The Group's investment in PT Gallant Lagoi Abadi ("PT GLA") after the Group's shareholding in PT GLA was diluted from 100% to 45% in 2023. Please refer to Note 8(b) for more details.

(2) In 2023, the Company recognised a reversal of impairment loss of S\$34,148,000 in PT IMAS, which was previously impaired.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

9 Associates (Cont'd)

At the reporting date, the Group conducted a review of the recoverable amounts of its investments in its material associate, PT IMAS in view of the market capitalisation below the carrying value. The recoverable amount was determined as the higher of fair value less costs of disposal (FVLCD) and value in use (VIU). For the financial year ended 31 December 2024, the recoverable amount was determined based on FVLCD (Level 3 of the fair value hierarchy), which was derived from the revalued net asset value using market comparable. For the financial year ended 31 December 2023, the recoverable amount was determined using the VIU approach, based on a discounted cash flow model. The VIU calculation in 2023 used cash flow projections derived from financial budgets approved by management covering a five-year period, with cash flows beyond this period extrapolated using an estimated growth rate. The key assumptions applied in 2023 included a gross margin of 18.85%, a discount rate of 13.89%, and a growth rate of 3.50%.

The Group has three (31 December 2023 – two) associates that are material and a few associates that are individually immaterial to the Group. All of these associates are accounted for using the equity method in these consolidated financial statements. Set out below are the associates which are material to the Group.

Name	Place of incorporation/ and operation	Proportion of ownership interest and voting rights held by the Group		Principal activities
		2024	2023	
		%	%	
<u>Directly held</u>				
PT Indomobil Sukses Internasional (“PT IMAS”) ⁽¹⁾	Indonesia	49.49	49.49	Investment holding of an integrated automotive group
Regent Group Pte Ltd (“Regent”) ⁽²⁾	Singapore	40.00	–	Investment holding of a specialised logistic group
<u>Held by GO Marine Offshore Investments Pte Ltd</u>				
BOMC Pte Ltd (“BOMC”) ⁽³⁾	Singapore	26.00	26.00	General warehousing and offshore marine services

(1) Audited by Purwantono, Sungkoro & Surja, a member of Ernst & Young Global Limited.

(2) Audited by CLA Global TS Public Accounting Corporation.

(3) Audited by Philip Liew & Co. BOMC's financial year end is 30 June, and this was based on the reporting date established when it was incorporated. BOMC has been equity accounted for in the consolidated financial statements based on the results ended 30 June 2024 (2023 – 30 June 2023) and appropriate adjustments are made for the effects of significant transactions between 30 June 2024 and 31 December 2024 (2023 – 30 June 2023 and 31 December 2023).

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

9 Associates (Cont'd)

Shares held in PT IMAS have been pledged as securities for bank borrowings (Note 19(ii)).

As at 31 December 2024, the quoted value of the Group's interest in PT IMAS, which is listed on the Indonesia Stock Exchange, was S\$150,090,000 (31 December 2023 – S\$235,457,000).

Summarised financial information in respect of each of the Group's material associates is set out below. The summarised financial information below represents amounts shown in the associate's financial statements.

31 December 2024	PT IMAS \$'000	BOMC \$'000	Regent \$'000	Other individually immaterial associates \$'000	Total \$'000
Current assets	2,286,824	30,523	11,927		
Non-current assets	3,387,744	26,723	24,545		
Current liabilities	(2,300,580)	(25,446)	(31,918)		
Non-current liabilities	(2,029,451)	–	–		
Net assets	1,344,537	31,800	4,554		
Attributable to investee's shareholder	1,078,933	31,800	4,554		
Attributable to non-controlling interests	265,604	–	–		
Revenue	2,469,941	18,556	45,695		
Profit/(loss) after tax	30,422	1,789	(1,120)	(493)	30,598
Other comprehensive income/(loss)	5,276	(813)	(6)	16	4,473
Total comprehensive income/(loss)	35,698	976	(1,126)	(477)	35,071
Dividend received from associate during the year	1,638	–	–	–	1,638

The unrecognised share of losses of associate for the year is S\$1,489,000 and the cumulative unrecognised share of loss of associate is S\$2,463,000.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

9 Associates (Cont'd)

Reconciliation of the Group's material associates summarised financial information to the carrying amount of the interest in the associates recognised in the Group's consolidated financial statements are as follows:

31 December 2024	PT IMAS \$'000	BOMC \$'000	Regent \$'000	Total \$'000
Net assets attributable to investee's shareholder	1,078,933	31,800	4,554	1,115,287
Proportion of the Group's ownership interest in the associate	49.49%	26%	40%	–
	533,964	8,268	1,822	544,054
Adjustment ⁽¹⁾	(190,718)	–	–	(190,718)
Goodwill	–	1,747	14,162	15,909
Carrying amount of the Group's interest in the associate	343,246	10,015	15,984	369,245
Add: Carrying value of individually immaterial associates, in aggregate				2,219
Carrying value of Group's interest in associates				371,464

(1) Adjusted for differences in accounting policies between the Group and the associates.

31 December 2023	PT IMAS \$'000	BOMC \$'000	Other individually immaterial associates \$'000	Total \$'000
Current assets	2,118,172	31,021		
Non-current assets	3,241,676	28,036		
Current liabilities	(2,451,232)	(28,223)		
Non-current liabilities	(1,587,601)	(10)		
Net assets	1,321,015	30,824		
Attributable to investee's shareholder	1,077,972	30,824		
Attributable to non-controlling interests	243,043	–		
Revenue	2,550,682	27,695		
Profit after tax	68,070	1,723	189	69,982
Other comprehensive income/(loss)	66,963	(242)	(36)	66,685
Total comprehensive income	135,033	1,481	153	136,667
Dividend received from associate during the year	1,742	–	120	1,862

The unrecognised share of losses of associate for the year is S\$335,000 and the cumulative unrecognised share of loss of associate is S\$974,000.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

9 Associates (Cont'd)

Reconciliation of the Group's material associates summarised financial information to the carrying amount of the interest in the associates recognised in the Group's consolidated financial statements are as follows:

31 December 2023	PT IMAS \$'000	BOMC \$'000	Total \$'000
Net assets attributable to investee's shareholder	1,077,972	30,824	1,108,796
Proportion of the Group's ownership interest in the associate	49.49%	26%	–
	533,488	8,014	541,502
Adjustment ⁽¹⁾	(176,984)	–	(176,984)
Goodwill	–	1,747	1,747
Carrying amount of the Group's interest in the associate	356,504	9,761	366,265
Add: Carrying value of individually immaterial associates, in aggregate			2,696
Carrying value of Group's interest in associates			368,961

(1) Adjusted for differences in accounting policies between the Group and the associates.

10 Deferred taxation

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset deferred income tax assets against deferred income tax liabilities and when the deferred income taxes relate to the same fiscal authority. The amounts, determined after appropriate offsetting, are shown on the statements of financial position as follows:

	The Group	
	2024 \$'000	2023 \$'000
Deferred tax assets		
To be recovered within one year	–	–
To be recovered after one year	1,084	1,218
	1,084	1,218
Deferred tax liabilities		
To be recovered within one year	–	–
To be recovered after one year	1,872	2,039
	1,872	2,039

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For the financial year ended 31 December 2024

10 Deferred taxation (Cont'd)

	Balance at 1 January 2024 \$'000	Credited/ (charged) to profit or loss (Note 29) \$'000	Charged to OCI for the year \$'000	Effect on changes of tax rate \$'000	Foreign exchange differences \$'000	Balance at 31 December 2024 \$'000
The Group						
<u>Deferred tax assets</u>						
Estimated liability for employee service entitlements	980	57	1	–	(17)	1,021
Property, plant and equipment	22	(82)	–	–	(1)	(61)
Right-of-use assets	(1,471)	780	–	–	53	(638)
Lease liabilities	1,687	(869)	–	–	(56)	762
	1,218	(114)	1	–	(21)	1,084
<u>Deferred tax liabilities</u>						
Fiscal loss net of expired tax loss	(43)	8	(1)	–	(16)	(52)
Estimated liability for employee service entitlements	501	(82)	(33)	–	(6)	380
Property, plant and equipment	(2,500)	260	–	–	34	(2,206)
Right-of-use assets	(76)	(97)	–	–	16	(157)
Lease liabilities	79	100	–	–	(16)	163
	(2,039)	189	(34)	–	12	(1,872)
	Balance at 1 January 2023 \$'000	Credited/ (charged) to profit or loss (Note 29) \$'000	Charged to OCI for the year \$'000	Effect on changes of tax rate \$'000	Foreign exchange differences \$'000	Balance at 31 December 2023 \$'000
The Group						
<u>Deferred tax assets</u>						
Estimated liability for employee service entitlements	1,105	32	(152)	–	(5)	980
Property, plant and equipment	84	(61)	–	–	(1)	22
Right-of-use assets	(2,357)	851	–	–	35	(1,471)
Lease liabilities	2,558	(836)	–	–	(35)	1,687
	1,390	(14)	(152)	–	(6)	1,218

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

10 Deferred taxation (Cont'd)

	Balance at 1 January 2023 \$'000	Credited/ (charged) to profit or loss (Note 29) \$'000	Charged to OCI for the year \$'000	Effect on changes of tax rate \$'000	Foreign exchange differences \$'000	Balance at 31 December 2023 \$'000
The Group						
Deferred tax liabilities						
Fiscal loss net of expired tax loss	(42)	(1)	–	–	–	(43)
Estimated liability for employee service entitlements	536	(39)	6	–	(2)	501
Property, plant and equipment	(2,734)	229	–	–	5	(2,500)
Right-of-use assets	(78)	2	–	–	–	(76)
Lease liabilities	81	(2)	–	–	–	79
	<u>(2,237)</u>	<u>189</u>	<u>6</u>	<u>–</u>	<u>3</u>	<u>(2,039)</u>

Unrecognised taxable temporary differences associated with investments in subsidiaries and associates

Deferred income tax liabilities of S\$139,800,000 (31 December 2023 – S\$127,700,000) have not been recognised for withholding and other taxes that will be payable on the earnings of overseas subsidiaries and associates, as the timing of remittance is controlled by the holding company.

11 Other non-current assets

		The Group		The Company	
	Note	2024 \$'000	2023 \$'000	2024 \$'000	2023 \$'000
Other receivables	(i)	4,568	453	–	–
Prepayment		6,402	6,922	–	–
Deposits		538	545	149	149
Other investments	(ii)	–	–	267	267
		<u>11,508</u>	<u>7,920</u>	<u>416</u>	<u>416</u>

(i) Other receivables from third party and related party represent non-trade balances and are unsecured, interest-free and repayable on demand.

(ii) The other investments relate to the Company's 9% shareholding in PT GLA. Please refer to Note 8(b).

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

11 Other non-current assets (Cont'd)

Other non-current assets are denominated in the following currencies:

	The Group		The Company	
	2024 \$'000	2023 \$'000	2024 \$'000	2023 \$'000
Singapore Dollar	149	165	149	149
Indonesian Rupiah	11,359	7,684	267	267
Euro Dollar	–	71	–	–
	11,508	7,920	416	416

12 Land inventories

	The Group	
	2024 \$'000	2023 \$'000
Land for sale, at cost	604,371	602,398

As at 31 December 2024, PT Buana Megawisata's land inventories consist of 14,016 ha (31 December 2023 – 14,017 ha), which are held under Building Use Rights ("HGB"). Of this total, 12,251 ha (31 December 2023 – 12,247 ha) will expire in 30 years, while 1,765 ha (31 December 2023 – 1,770 ha) have been extended and renewed for a period of 80 years from the date the certificates were issued.

As at 31 December 2024, PT Surya Bangun Pertiwi's land inventories consist of 3,710 ha (31 December 2023 – 3,710 ha), which are held under Building Use Rights ("HGB"). Of this total, 1,250 ha (31 December 2023 – 1,250 ha) will expire in September 2026 and 1,999 ha (31 December 2023 – 1,999 ha) will expire in December 2043, while 461 ha (31 December 2023 – 461 ha) have been extended and renewed for a period of 80 years from the date the certificates were issued.

29 HGB certificates comprise 5,700 ha for a carrying amount of S\$97,573,000 under land inventories have been pledged as collateral for bank borrowings (Note 19(ii)).

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

13 Other inventories

	The Group	
	2024 \$'000	2023 \$'000
At cost		
Fuel and lubrication oil	2,171	2,016
Spare part, consumables and supplies	5,654	6,473
Others	882	1,042
Allowance for inventories obsolescence	(2,717)	(2,713)
	5,990	6,818

Movements in the allowance for inventories obsolescence are as follows:

	The Group	
	2024 \$'000	2023 \$'000
Beginning of the year	2,713	2,681
Allowance for the year (Note 28)	4	32
End of the year	2,717	2,713

14 Trade and other receivables

		The Group		The Company	
	Note	2024 \$'000	2023 \$'000	2024 \$'000	2023 \$'000
Trade receivables					
– related parties		259	148	–	–
– external parties		35,776	35,392	–	–
Expected credit losses of trade receivables		(3,916)	(3,680)	–	–
Net trade receivables	(i)	32,119	31,860	–	–
Other receivables:					
Refundable deposits		3,761	1,372	3,694	1,323
Amounts due from subsidiaries		–	–	49,898	65,025
Amounts due from related parties		10,615	2,264	7,692	1
Lease receivables		163	252	354	548
Others		9,949	9,584	2,737	2,535
		24,488	13,472	64,375	69,432
Expected credit losses of other receivables		(1,198)	(1,346)	–	–
Net other receivables	(ii)	23,290	12,126	64,375	69,432
At amortised cost	(i) + (ii)	55,409	43,986	64,375	69,432
Prepayments		4,578	2,844	1,085	293
Total		59,987	46,830	65,460	69,725
Non-current		68	163	147	354
Current		59,919	46,667	65,313	69,371
		59,987	46,830	65,460	69,725

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

14 Trade and other receivables (Cont'd)

Trade and other receivables (excluding prepayment) are denominated in the following currencies:

Note	The Group		The Company	
	2024	2023	2024	2023
	\$'000	\$'000	\$'000	\$'000
Singapore Dollar	27,760	16,245	64,375	69,432
Indonesian Rupiah	21,124	21,105	–	–
United States Dollar	6,525	6,636	–	–
(i) + (ii)	55,409	43,986	64,375	69,432

The ageing of trade and other receivables past due but not impaired is as follows:

	The Group		The Company	
	2024	2023	2024	2023
	\$'000	\$'000	\$'000	\$'000
Past due 1 – 30 days	2,285	2,123	–	–
Past due 31 – 60 days	1,337	1,010	–	–
Past due more than 60 days	25,606	24,857	2,737	2,535
	29,228	27,990	2,737	2,535

Trade and other receivables that were neither past due nor impaired amounting to S\$30,759,000 (31 December 2023 – S\$18,840,000) and S\$62,723,000 (31 December 2023 – S\$67,190,000) for the Group and the Company respectively were related to a wide range of customers for whom there was no recent history of default. Trade and other receivables that were past due but not impaired related to a few customers that have a good track record with the Group. Based on historical default rates, the Group believes that no allowance for expected credit losses is necessary in respect of trade and other receivables not past due or past due over 60 days. These receivables are mainly arising from customers that have a good credit record with the Group.

The movements in allowance for expected credit losses on doubtful receivables in respect of trade and other receivables were as follows:

	The Group			
	Allowance for expected credit losses on trade receivables		Allowance for expected credit losses on other receivables	
	2024	2023	2024	2023
	\$'000	\$'000	\$'000	\$'000
At 1 January	3,680	3,918	1,346	1,346
Allowance during the year	292	238	–	–
Allowance written off during the year	(23)	(299)	–	–
Reversal of allowance during the year	(24)	(185)	(148)	–
Translation differences	(9)	8	–	–
At 31 December	3,916	3,680	1,198	1,346

The reversal of allowance was due to the doubtful debts recovered from receivables which were previously provided for.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

14 Trade and other receivables (Cont'd)

The average credit period for external and related parties on sales of goods and services rendered varies among the Group's businesses in which it is not more than 60 days and do not bear any interest. The credit quality of trade and other receivables is assessed based on credit policies established by the individual Group businesses. Significant financial difficulties of a trade and other debtor, probability that the trade and other debtor will enter bankruptcy or delinquency in payment are considered indicators that the trade and other debtor is impaired and an allowance for expected credit losses is made based on the estimated irrecoverable amount determined by reference to past default experience.

The non-trade amounts due from subsidiaries represents (i) interest bearing loans at 1% per annum + Market Fixed Deposit Rate (31 December 2023 – 2.5% per annum + 3-month SIBOR rate), and (ii) advanced payment of expenses which are non-interest bearing. These balances are unsecured and repayable on demand.

The non-trade amounts due from related parties represents mainly advanced payment of expenses, is non-interest bearing, unsecured and repayable on demand.

The related parties are corporate entities that are subject to common control or common significant influence by a shareholder of the Company.

15 Cash and cash equivalents

	The Group		The Company	
	2024	2023	2024	2023
	\$'000	\$'000	\$'000	\$'000
Cash at banks and on hand	34,912	28,474	6,696	639
Time deposits	62,790	62,120	50	50
Cash and cash equivalents in the statement of cash flows	97,702	90,594	6,746	689
Restricted bank balances	20,130	18,543	–	–
Cash and cash equivalents in the statement of financial position	117,832	109,137	6,746	689

Restricted bank balances are cash at banks maintained in debt service reserve accounts which are restricted to payment for principal and interest on bank borrowings.

- (i) The fixed deposits have an average maturity of 1 day to 365 days (31 December 2023 – 1 day to 365 days) from the end of the financial year with the following effective interest rates:

	The Group and the Company	
	2024	2023
Singapore Dollar	0.05% – 5.00%	0.05% – 5.00%
United States Dollar	1.00%	1.00%
Indonesian Rupiah	2.90% – 6.50%	2.90% – 6.50%

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

15 Cash and cash equivalents (Cont'd)

(ii) The cash and cash equivalents are denominated in the following currencies:

	The Group		The Company	
	2024 \$'000	2023 \$'000	2024 \$'000	2023 \$'000
Singapore Dollar	22,721	6,453	6,544	519
United States Dollar	52,780	56,671	202	170
Indonesian Rupiah	42,331	46,013	-	-
	117,832	109,137	6,746	689

16 Share capital

	The Group and the Company			
	No. of ordinary share		Amount	
	2024	2023	2024 \$'000	2023 \$'000
Issued and fully paid:				
At 1 January and 31 December	5,463,605,283	5,463,605,283	1,963,457	1,963,457

All issued ordinary shares are fully paid. There is no par value for these ordinary shares.

The holders of ordinary shares (excluding treasury shares) are entitled to receive dividends as declared from time to time and are entitled to one vote per share at shareholders' meetings. All shares rank equally with regard to the Company's residual assets.

17 Treasury shares

	The Group and the Company			
	No. of ordinary share		Amount	
	2024	2023	2024 \$'000	2023 \$'000
At 1 January and 31 December	450,000	450,000	(50)	(50)

On 9 March 2018, the Group purchased 450,000 ordinary shares by way of market acquisition at a net consideration of S\$50,000 and these were presented as a component within shareholders' equity.

18 Reserves

	The Group		The Company	
	2024 \$'000	2023 \$'000	2024 \$'000	2023 \$'000
Capital reserve	80,000	80,000	80,000	80,000
Translation reserve	(80,474)	(69,303)	-	-
Hedging reserve	6,029	7,728	-	-
Fair value reserve	48,536	48,354	-	-
Other reserves	(1,518)	1,923	-	-
	52,573	68,702	80,000	80,000

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

18 Reserves (Cont'd)

The Group and the Company

The capital reserve comprises equity component of convertible bonds issued for the acquisition of PT IMAS.

The Group

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

The hedging reserve comprises the effective portion of the share of associate's cumulative change (net of taxes) in the fair value of cash flow hedging instruments related to hedged transactions.

Fair value reserve comprises the share of associate's cumulative net change in the fair value of equity investments designated at FVOCI.

Other reserves comprise of the differences arising from the change in equity of subsidiaries, effects of transaction with non-controlling interests, actuarial losses from employee benefits and share of associate's other reserves.

Movement of the Group's reserves is disclosed in the Consolidated Statement of Changes in Equity.

19 Borrowings

		The Group		The Company	
		2024	2023	2024	2023
	Note	\$'000	\$'000	\$'000	\$'000
Current					
Loans from subsidiaries	(i)	–	–	476,833	459,025
Bank loans	(ii)	47,069	71,174	32,945	24,443
		47,069	71,174	509,778	483,468
Non-current					
Bank loans	(ii)	461,217	311,177	256,017	216,978
Total borrowings		508,286	382,351	765,795	700,446
Represented by:					
Secured		508,286	380,534	288,962	241,421
Unsecured		–	1,817	476,833	459,025
		508,286	382,351	765,795	700,446

- (i) Loans from subsidiaries are unsecured and repayable on demand. Interest is charged at the interest rate of 2.42% to 6.37% (31 December 2023 – 5.50% to 9.75%) per annum.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

19 Borrowings (Cont'd)

(ii) Loans from banks

- (a) Syndicated loan ("Syndicated loan") from PT Bank Mandiri (Persero) Tbk, Malayan Banking Berhad Singapore Branch, Arab Bank plc, Singapore Branch, CTBC Bank Co., Ltd., Singapore Branch and Lembaga Pembiayaan Ekspor Indonesia

On 3 July 2024, the Company and its subsidiary, PT Batamindo Investment Cakrawala ("PT BIC"), entered into a facility agreement with PT Bank Mandiri (Persero) Tbk, Singapore Branch, and Malayan Banking Berhad Singapore Branch in respect of up to an aggregate principal amount of US\$311 million and S\$141 million term loan and revolving credit facilities with a tenure of 5 to 10 years (the "new facilities"). The new facilities bear annual interest rates ranging from a 2.5% to 3.5% margin and the applicable 3-month SOFR and SORA. The proceeds of the new facilities were used to refinance in full the Group's various existing bank borrowings from PT Bank Mandiri (Persero) Tbk, ING Bank N.V., Singapore Branch, Lembaga Pembiayaan Ekspor Indonesia, Malayan Banking Berhad, Singapore Branch and United Overseas Bank Limited and for new investment and working capital purposes. Malayan Banking Berhad, Singapore Branch, subsequently sold down a portion of its commitment in December 2024 to Arab Bank plc, Singapore Branch, CTBC Bank Co., Ltd., Singapore Branch, and Lembaga Pembiayaan Ekspor Indonesia.

Key terms of the new facilities are as follows:

The new facilities are secured by the Company's and its subsidiaries' assets as follows:

- (1) Mortgage of certain land titles of PT Batamindo Investment Cakrawala ("PT BIC"), PT Bintan Inti Industrial Estate ("PT BIIE"), PT Bintan Resort Cakrawala ("PT BRC"), PT Buana Megawisatama ("PT BMW") and PT Surya Bangun Pertiwi ("PT SBP");
- (2) Charge on bank accounts of PT BIC, PT BIIE, PT BRC, PT BMW, PT SBP and the Company;
- (3) Fiducia Security over insurance claim proceeds, receivables and movable assets of PT BIC and PT BIIE; and
- (4) Pledge of shares of PT IMAS.

As at 31 December 2024, the carrying amount of the syndicated loan was S\$507,746,000. The syndicated loan is subject to certain covenants as below, among others, need to be maintained with as at end of the relevant testing period (at the end of each quarter of the year).

- (1) Net Debt to Adjusted EBITDA shall not exceed between 3.50 to 6.50;
- (2) Debt Service Cover shall not be less than 1.25;
- (3) Minimum Net Worth shall not at any time be less than S\$650 million;
- (4) Cash balance shall not at any time be less than S\$50 million; and
- (5) Security cover shall not be less than 3:1.

As at 31 December 2024, the Group and the Company were in compliance with all the applicable covenants. Based on the Group and the Company's assessment, there are no facts or circumstances that suggest any difficulty in complying with the covenants within 12 months of the reporting date.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

19 Borrowings (Cont'd)

(ii) Loans from banks (Cont'd)

(b) United Overseas Bank Limited

On 16 April 2020, the Group has obtained a temporary bridging loan ("TBL") facility which has a maximum facility amounting to S\$5,000,000. The facility bears an interest of 2% (31 December 2023 – 2%) per annum and the principal is repayable from June 2021 until May 2025.

The borrowings of the Group and the Company exposed to interest rates are as follows:

	The Group		The Company	
	2024	2023	2024	2023
	\$'000	\$'000	\$'000	\$'000
Current portion:				
– at floating interest rate	46,529	69,924	509,778	483,468
– at fixed interest rate	540	1,250	–	–
	47,069	71,174	509,778	483,468
Non-current portion:				
– at floating interest rate	461,217	310,610	256,017	216,978
– at fixed interest rate	–	567	–	–
	461,217	311,177	256,017	216,978
	508,286	382,351	765,795	700,446

The borrowings are denominated in the following currencies:

	The Group		The Company	
	2024	2023	2024	2023
	\$'000	\$'000	\$'000	\$'000
Singapore Dollar	101,985	16,617	282,548	136,333
United States Dollar	406,301	365,734	236,521	313,011
Indonesian Rupiah	–	–	246,726	251,102
	508,286	382,351	765,795	700,446

The borrowing repayment maturity profile is as follows:

	The Group		The Company	
	2024	2023	2024	2023
	\$'000	\$'000	\$'000	\$'000
Repayable:				
Not later than one year	47,069	71,174	509,778	483,468
Later than one year and not later than five years	461,217	311,177	256,017	216,978
	508,286	382,351	765,795	700,446

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

19 Borrowings (Cont'd)

The effective interest rates per annum of the total borrowings at the end of reporting period are as follows:

	The Group		The Company	
	2024	2023	2024	2023
	Per annum	Per annum	Per annum	Per annum
Short-term loans	2.76% to 3.23%	6.25% to 7.97%	2.76% to 3.23%	–
Bank loans	2.00% to 8.82%	2.00% to 9.75%	8.10% to 8.82%	9.08% to 9.75%
Loan from subsidiaries	–	–	2.42% to 6.37%	5.50% to 9.75%

20 Employee benefits liabilities

	The Group	
	2024	2023
	\$'000	\$'000
Balance at beginning of year	10,688	11,743
Net employee benefits expense for the year (Note 28)	2,211	2,101
Actual benefit payments	(1,614)	(2,393)
Foreign exchange difference	(96)	(58)
Income recognised in other comprehensive income	(96)	(705)
Balance at end of year	11,093	10,688

The Group's subsidiaries in Indonesia have defined benefit plan covering substantially all their eligible permanent employees. The Group's subsidiaries recognised employee benefits liabilities in accordance with the Republic of Indonesia Labor Law No. 13/2003 dated 25 March 2003 ("the law") or Job Creation Law No. 11/2020 (the "Cipta Kerja Law"/"UUCK"), and Government regulation Number 35 Year 2021 (PP 35/2021).

The Group also provides provisions for employee service entitlements in order to meet the minimum benefits as required with the above law.

The provisions, which are unfunded, are estimated using the projected unit credit method based on actuarial calculation performed by independent actuaries, PT Dayamandiri Dharmakonsilindo, PT Sentra Jasa Aktuaria, PT Bumi Dharma Akuarial and PT Sienco Aktuarindo Utama which considered the following assumptions:

Discount rate	:	6.50% to 7.12% (31 December 2023 – 6.50% to 6.90%) per annum
Mortality rate	:	Tabel Mortalita Indonesia (TMI-IV) – 2019 (2023 – Tabel Mortalita Indonesia (TMI-IV) – 2019)
Annual salary increases	:	6.00% to 10.00% (31 December 2023 – 6.00% to 10.00%) per annum
Normal retirement age	:	55 years
Turnover rates	:	5% up to age 25 and reducing linearly up to 0% at the age of 45 and thereafter
Disability rate	:	10% of mortality rate

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

20 Employee benefits liabilities (Cont'd)

The net employee benefits expense comprises the following:

	The Group	
	2024 \$'000	2023 \$'000
Current service cost	1,197	1,066
Interest expense	559	664
Plan transfer (Employees transferred in)	302	–
Excess payment	153	371
	2,211	2,101
Net present value of employee benefits liabilities	11,093	10,688

The sensitivity of the defined benefit obligation to changes in the weighted principal assumption is:

The Group	Changes in assumption		Impact on defined benefit obligation			
			Changes in assumption		Changes in assumption	
	2024	2023	2024	2023	2024	2023
			\$'000	\$'000	\$'000	\$'000
Discount rate	1%	1%	Decrease by: 4,400	4,219	Increase by: (4,400)	(4,219)
Salary growth rate	1%	1%	Decrease by: (4,461)	(4,282)	Increase by: 4,461	4,282

The above sensitivity analyses are based on a change in an assumption while holding all other assumptions constant. In practice, this is unlikely to occur, and changes in some of the assumptions may be correlated. When calculating the sensitivity of the defined benefit obligation to significant actuarial assumptions the same method (present value of the defined benefit obligation calculated with the projected unit credit method at the end of the reporting period) has been applied as when calculation the defined benefit liability recognised in the statement of financial position.

The expected maturity analysis of undiscounted pension is as follows:

	Less than a year \$'000	Between 1-2 years \$'000	Between 2-5 years \$'000	Over 5 years \$'000	Total \$'000
2024					
Defined benefit obligation	4,523	1,048	4,193	30,906	40,670
2023					
Defined benefit obligation	3,991	1,216	3,610	14,373	23,190

The weighted average duration of the defined benefit obligation is 9.56 years (31 December 2023: 9.82 years).

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

21 Other non-current liabilities

	The Group		The Company	
	2024	2023	2024	2023
	\$'000	\$'000	\$'000	\$'000
Deposits from tenants	38,768	32,369	54	54

Deposits from tenants represent deposits equivalent to certain months' factory and dormitory rentals, hawkers' centres, and deposits for electricity supply, in accordance with the provisions of their respective lease agreements. These deposits will be refunded or applied against rentals due at the end of the lease period.

The other non-current liabilities are denominated in the following currencies:

	The Group		The Company	
	2024	2023	2024	2023
	\$'000	\$'000	\$'000	\$'000
Singapore Dollar	22,283	18,312	54	54
Indonesian Rupiah	16,485	14,057	–	–
	38,768	32,369	54	54

22 Lease liabilities

	The Group		The Company	
	2024	2023	2024	2023
	\$'000	\$'000	\$'000	\$'000
Undiscounted lease payments due:				
– Year 1	4,627	6,109	618	618
– Year 2	915	3,930	412	618
– Year 3	517	816	–	412
– Year 4	443	377	–	–
– Year 5	324	302	–	–
– Year 6 and onwards	196	236	–	–
	7,022	11,770	1,030	1,648
Less: Unearned interest cost	(637)	(1,248)	(106)	(233)
Lease liabilities	6,385	10,522	924	1,415
Presented as:				
Current liabilities	4,564	5,462	535	491
Non-current liabilities	1,821	5,060	389	924
	6,385	10,522	924	1,415

The Group's lease liabilities are secured by the lessors' title to the leased assets.

Total cash outflows for all leases in the year amounted to S\$5,084,000 (31 December 2023 – S\$5,992,000).

Interest expense on lease liabilities of S\$689,000 (31 December 2023 – S\$1,057,000) is recognised within "finance costs" in the consolidated statement of comprehensive income.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

22 Lease liabilities (Cont'd)

Rental expenses not capitalised in lease liabilities but recognised within "other operating expenses" in consolidated statement of comprehensive income are set out below:

	The Group		The Company	
	2024	2023	2024	2023
	\$'000	\$'000	\$'000	\$'000
Short-term leases	440	167	7	7
Leases of low value assets	47	62	5	5

As at 31 December 2024, the Group's short-term lease commitments at the reporting date under non-cancellable operating leases contracted for but not recognised as liabilities, are as follows:

	The Group		The Company	
	2024	2023	2024	2023
	\$'000	\$'000	\$'000	\$'000
Short-term leases:				
– Not later than one year	91	–	–	–
Leases of low value assets:				
– Not later than one year	31	234	3	5
– Later than one year and not later than five years	21	53	–	4
	143	287	3	9

Further information about leases and financial risk management are disclosed in Note 32 and Note 36, respectively.

Lease liabilities are denominated in the following currencies which are the respective Group entities' functional currencies:

	The Group		The Company	
	2024	2023	2024	2023
	\$'000	\$'000	\$'000	\$'000
Singapore Dollar	924	1,523	924	1,415
Indonesian Rupiah	5,461	8,999	–	–
	6,385	10,522	924	1,415

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

23 Trade and other payables

	The Group		The Company	
	2024 \$'000	2023 \$'000	2024 \$'000	2023 \$'000
Trade				
Trade payables	10,084	7,230	–	–
Non-trade				
Accruals	13,685	11,597	1,885	1,589
Other payables	89,741	98,981	73,214	71,361
Interest payable on bank loan	9,006	2,307	5,267	1,823
Amounts due to related parties	6,890	5,616	–	–
Amounts due to subsidiaries	–	–	124,201	112,335
	129,406	125,731	204,567	187,108

Trade payables are generally on 30 days (31 December 2023 – 30 days) credit terms.

Other payables represent non-trade advances received in relation to the Group's joint venture development of sustainable farming and tourism related projects in Bintan and amount due for the on-going development of Lagoi Bay in Bintan Resort. Other payables are unsecured, non-interest bearing and repayable on demand.

Amounts due to related parties are mainly from the Group's associate companies and the Company's ultimate holding company, which balances carried forward from the past Group's restructuring, capital contribution and outstanding for expenses incurred, are unsecured, non-interest bearing and repayable on demand.

Amounts due to subsidiaries are mainly interest accrued for the loans from its subsidiaries, which are non-trade, unsecured, non-interest bearing and repayable on demand.

Trade and other payables are denominated in the following currencies:

	The Group		The Company	
	2024 \$'000	2023 \$'000	2024 \$'000	2023 \$'000
Singapore Dollar	23,456	25,747	25,658	25,446
Indonesian Rupiah	24,365	26,387	85,229	78,555
United States Dollar	81,585	73,597	93,680	83,107
	129,406	125,731	204,567	187,108

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

24 Revenue

Disaggregated revenue information

The Group		For the financial year ended 31 December 2024			
Segments	Industrial park \$'000	Utilities \$'000	Resort operations \$'000	Property development \$'000	Total \$'000
Type of goods or services					
Rendering of services	6,683	–	977	–	7,660
Electricity and water supply	–	108,682	–	–	108,682
Sale of residential units/land	1,355	–	–	1,717	3,072
Golf revenue	3,273	–	–	–	3,273
Ferry services	–	–	22,281	–	22,281
Telecommunication	–	5,480	–	–	5,480
Others	1,098	–	1,471	–	2,569
Revenue from contracts with customers	12,409	114,162	24,729	1,717	153,017
Rental income	36,916	–	934	48	37,898
Total revenue	49,325	114,162	25,663	1,765	190,915
Timing of revenue recognition					
At a point in time	12,409	108,682	23,893	1,717	146,701
Over time	–	5,480	836	–	6,316
Revenue from contracts with customers	12,409	114,162	24,729	1,717	153,017

The Group		For the financial year ended 31 December 2023			
Segments	Industrial park \$'000	Utilities \$'000	Resort operations \$'000	Property development \$'000	Total \$'000
Type of goods or services					
Rendering of services	6,091	–	813	–	6,904
Electricity and water supply	–	104,933	–	–	104,933
Sale of residential units/land	1,522	–	–	–	1,522
Golf revenue	3,043	–	–	–	3,043
Ferry services	–	–	21,746	–	21,746
Telecommunication	–	5,327	–	–	5,327
Others	1,435	–	1,909	–	3,344
Revenue from contracts with customers	12,091	110,260	24,468	–	146,819
Rental income	35,017	–	806	24	35,847
Total revenue	47,108	110,260	25,274	24	182,666
Timing of revenue recognition					
At a point in time	12,091	104,933	23,596	–	140,620
Over time	–	5,327	872	–	6,199
Revenue from contracts with customers	12,091	110,260	24,468	–	146,819

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

24 Revenue (Cont'd)

Disaggregated revenue information (Cont'd)

The Group operates mainly in Indonesia. Accordingly, revenue by geographical market is not presented.

Contract liabilities

	The Group	
	31 December	
	2024	2023
	\$'000	\$'000
Contract liabilities	79,599	80,284
Non-current	63,780	73,524
Current	15,819	6,760

Contract liabilities relate primarily to advance consideration received from customers and unearned revenue arising from contract with customers.

The contract liabilities are recognised as revenue when the Group fulfils its performance obligation under the contract with the customer. The significant changes in the contract liabilities during the year are as follows:

	The Group	
	2024	2023
	\$'000	\$'000
Revenue recognised that was included in contract liabilities at the beginning of the year	6,760	4,227
Increases due to cash received, excluding amounts recognised as revenue during the year	(6,075)	(24,131)

Performance obligations

The transaction price allocated to the remaining performance obligation as at the end of the year are as follows:

	The Group	
	2024	2023
	\$'000	\$'000
– Year 2024	–	7,857
– Year 2025	15,819	14,565
– Year 2026	15,795	13,964
– Year 2027	13,833	13,363
– Year 2028 and onwards	34,152	30,535

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

25 Other (expenses)/income

	The Group	
	2024	2023
	\$'000	\$'000
Exchange (loss)/gain, net	(11,522)	11,346
Gain on disposals of property, plant and equipment	228	16
Interest income	2,299	2,696
Other telecommunication income	645	656
Bank charges	(394)	(379)
Rental income	153	176
Bargain purchase gain from acquisition of business	162	–
Gain on assignment of receivable	964	–
Loss on deconsolidation of subsidiary	–	(54)
Others	554	(669)
	(6,911)	13,788

26 Other operating expenses

	The Group	
	2024	2023
	\$'000	\$'000
Communication	297	247
Amortisation of intangible assets (Note 4)	20	43
Business development expenses	776	809
Depreciation of property, plant and equipment (Note 5)	298	249
Depreciation of right-of-use assets (Note 6)	787	1,030
Entertainment	964	667
Insurance	318	319
Marketing and promotion expenses	1,757	1,276
Professional fees	1,017	1,042
Rental	481	248
Repairs and maintenance	3,102	2,992
Staff costs and related expenses	12,583	10,650
Taxes and licences	1,431	1,332
Transport and travelling	1,806	1,724
Packing and delivery	365	316
Printing and stationeries	125	125
Security expenses	368	299
Utilities	833	753
Office supplies	71	68
Others	2,983	3,275
	30,376	27,464

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

27 Finance costs

	The Group	
	2024 \$'000	2023 \$'000
Interest expense		
– Borrowings	38,979	35,397
– Lease liabilities	689	1,057
Amortisation of capitalised transaction costs	10,452	807
Others	351	254
	50,471	37,515

28 Loss for the year

Other than as disclosed elsewhere in these financial statements, loss for the year has been arrived after charging/ (crediting):

	Note	The Group	
		2024 \$'000	2023 \$'000
Power plant generation costs		48,085	48,985
Audit fee paid to:			
– auditor of the Company		452	406
– other auditors		462	559
Non-audit fees paid to:			
– auditor of the Company		13	13
– other auditors		182	200
Allowance for inventories obsolescence	13	4	32
Amortisation of intangible assets	4	84	84
Depreciation of property, plant and equipment	5	14,166	13,863
Depreciation of right-of-use assets	6	4,644	4,896
Depreciation of investment properties	7	10,992	12,072
		29,802	30,831
Directors' fees		418	455
Salaries and related costs (including CPF contributions)			
– Directors		5,177	4,220
– Employees		30,532	29,253
		35,709	33,473
Foreign exchange (gain)/loss, net		11,522	(11,346)
Net allowance/(reversal) for expected credit losses of:			
– Trade receivables		268	53
– Other receivables		(148)	–
		120	53
Operating lease rentals – office equipment and office premises		784	556
Employees' benefits expenses	20	2,211	2,101
Rental income (included in revenue) – investment properties	7	(35,482)	(33,502)
Operating expenses arising from investment properties that generated rental income	7	7,698	10,023

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

29 Taxation

	The Group	
	2024	2023
	\$'000	\$'000
Current taxation		
Indonesia corporate statutory tax rate of 22% (2023 – 22%)	13,932	16,749
Singapore corporate statutory tax rate of 17% (2023 – 17%)	244	468
Under provision in prior years	13	31
	14,189	17,248
Deferred taxation		
Indonesia tax	(75)	(175)
	14,114	17,073

The tax expense on the results of the financial year varies from the amount of income tax determined by applying the Singapore statutory rate of income tax on the Group's loss as a result of the following:

	The Group	
	2024	2023
	\$'000	\$'000
(Loss)/Profit before tax	(32,400)	2,214
Tax using Singapore tax rate of 17% (2023 – 17%)	(5,508)	376
Difference of tax effects on gross income subject to final tax instead of corporate tax	5,325	4,518
Effect of different tax rates in foreign jurisdictions	2,853	3,671
Effects of results of equity-accounted investees presented net of tax	(143)	(1,325)
Under provision in respect of prior year	13	31
Tax effects on non-taxable income ⁽¹⁾	(567)	(1,280)
Tax effects on non-deductible expenses ⁽²⁾	13,535	13,787
Deferred tax on temporary differences not recognised	(1,394)	(2,705)
	14,114	17,073

(1) Included in non-taxable income relates mainly to job support scheme from government and dividend income.

(2) Included in non-deductible expenses relates mainly to depreciation of non-qualifying assets and interest expenses.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

29 Taxation (Cont'd)

Unrecognised deferred tax assets

Deferred tax assets have not been recognised in respect of the following items:

	The Group	
	2024 \$'000	2023 \$'000
Tax losses	114,886	121,224
Tax effect on tax losses	25,275	26,669

Tax losses relate mainly to losses generated by Indonesian subsidiaries of the Company.

Under Indonesian taxation laws, tax losses may be carried forward for a period of five (5) years. The tax authorities may assess the Company within ten (10) years from the date the tax was payable. The tax loss will expire between 2025 and 2029.

30 Other comprehensive income

Disclosure of tax effects relating to each component of other comprehensive income:

	Before tax \$'000	2024 Tax expense \$'000	Net of tax \$'000	Before tax \$'000	2023 Tax expense \$'000	Net of tax \$'000
The Group						
Currency translation differences	(99)	–	(99)	(27)	–	(27)
Realisation of reserve	–	–	–	59	–	59
Actuarial gain	63	–	63	591	–	591
Share of other comprehensive (loss)/income of associates	(12,786)	–	(12,786)	4,747	–	4,747
	(12,822)	–	(12,822)	5,370	–	5,370

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

31 Loss per share

The Group

The basic loss per share is calculated based on the consolidated losses attributable to owners of the parent divided by the weighted average number of shares in issue of 5,463,155,283 (31 December 2023 – 5,463,155,283) shares during the financial year.

Fully diluted loss per share was calculated on the consolidated losses attributable to owners of the parent divided by 5,463,155,283 (31 December 2023 – 5,463,155,283) ordinary shares.

The calculation of basic and diluted loss per share is based on:

- (i) Loss used in calculating loss per share

	The Group	
	2024	2023
	\$'000	\$'000
Loss attributable to owners of the Company	<u>46,690</u>	<u>14,826</u>

- (ii) Weighted average number of ordinary shares used in calculating loss per share

	The Group	
	2024	2023
	'000	'000
Weighted average number of ordinary shares for basic loss and diluted loss per share	<u>5,463,155</u>	<u>5,463,155</u>

There are 250,000,000 shares granted under the conversion right of the convertible bonds that have not been included in the calculation of diluted loss per share because they are anti-dilutive.

32 Leases

- (i) The Group as lessee

The Group has lease contracts for various assets, including office premises, warehouse, land, ticketing counter, passenger lounge, transportation equipment, motor vehicles and machinery and equipment used in its operations. For certain leases, the Group is restricted from entering any sublease arrangements.

- Lease of properties generally have lease terms from 2 to 10 years.
- Transportation equipment and motor vehicles generally have lease terms from 1 to 30 years.
- Machinery and equipment generally have lease terms from 1 to 20 years.

There are no externally imposed covenants on property lease arrangements.

Information regarding the Group's right-of-use assets and lease liabilities are disclosed in Notes 6 and 22, respectively.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

32 Leases (Cont'd)

(ii) The Group as lessor

Investment property

Operating leases, in which the Group is the lessor, relate to investment property (Note 7) owned by the Group with lease terms of between 2 to 16 years (2023 – between 2 to 16 years). The operating lease contract contains market review clauses in the event that the lessee exercises its option to renew. The lessee does not have an option to purchase the property at the expiry of the lease period.

These leases are classified as operating lease because the risk and rewards incidental to ownership of the assets are not substantially transferred. The unguaranteed residual values do not represent a significant risk to the Group, as they pertain to properties situated in areas that have constantly increase in value over the last 5 years. The Group has not identified any indications that this situation will change.

The Group's revenue from rental income received on the investment properties are disclosed in Note 7.

The future minimum rental receivable under non-cancellable operating leases contracted for the reporting date are as follows:

	The Group	
	2024	2023
	\$'000	\$'000
Undiscounted lease payments to be received:		
– Year 1	35,729	31,340
– Year 2	32,030	25,886
– Year 3	23,376	21,762
– Year 4	16,108	13,240
– Year 5	8,708	9,407
– Year 6 and onwards	25,664	28,871
	141,615	130,506

The leases on the Group's premises on which rentals are received will expire between 31 March 2027 and not later than 31 March 2048 (2023 – between 31 March 2027 and not later than 31 March 2039). The current rent receivable on the lease ranges from S\$6,480 to S\$138,255 per month (2023 – from S\$6,480 to S\$138,255 per month) which are subject to revision on renewal of lease agreement.

(iii) The Group and Company as intermediate lessor of sublease

Office premise

The Company has sub-leased its office premise to its subsidiary and non-related party for monthly lease payments. For the sublet of this office premise, the sublease period forms a major part of the remaining head lease terms, and accordingly, the sublease is classified as finance lease.

The leases on the Company's premises on which rentals are received will expire on 31 August 2026 (2023 – 31 August 2026). The current rent receivable on the lease ranges from S\$8,789 to S\$10,304 per month (2023 – from S\$8,789 to S\$10,304 per month).

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

32 Leases (Cont'd)

(iii) The Group and Company as intermediate lessor of sublease (Cont'd)

Office premise (Cont'd)

The following sets out a maturity analysis of lease receivables, showing the undiscounted lease payments to be received after the reporting date.

	The Group		The Company	
	2024	2023	2024	2023
	\$'000	\$'000	\$'000	\$'000
Undiscounted lease payments to be received:				
– Year 1	105	105	229	229
– Year 2	70	105	153	229
– Year 3	–	70	–	153
– Year 4	–	–	–	–
– Year 5	–	–	–	–
– Year 6 and onwards	–	–	–	–
	175	280	382	611

During the year, the Group recognised interest income on lease receivable of S\$15,873 (31 December 2023 – S\$21,175) in consolidated statement of comprehensive income.

33 Commitments

Repair and maintenance contracted for at end of year but not recognised as liabilities is as follows:

	The Group	
	2024	2023
	\$'000	\$'000
Expenditure contracted in respect of property, plant and equipment and future repair and maintenance	9,845	42,409

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

34 Related parties transactions

For the purposes of these financial statements, parties are considered to be related to the Group if the Group has the direct and indirect ability to control the party, jointly control or exercise significant influence over the party in making financial and operating decisions, or vice versa, or where the Group and the party are subject to common control or common significant influence. Related parties may be individuals or other entities.

In addition to the related party information disclosed elsewhere in the financial statements, there were significant related party transactions which were carried out in the normal course of business on terms agreed between the parties as follows:

		The Group	
		2024	2023
		\$'000	\$'000
(a) With associates			
Sales of goods and services		(1,263)	(1,177)
Purchase of goods and services		270	301
Dividend received		(1,638)	(1,862)
(b) With related companies and associates of ultimate holding company			
Broker and guarantee fee		94	70
Management fees paid		244	247
Human resource management fee		272	206
Interest income		(3,475)	(4,499)
Purchase of goods and services		86,803	37,059
Sales of goods and services		(64,930)	(47,569)
Dividend received		(20,462)	(25,559)
(c) Remuneration of Directors of the Company and key management personnel of the Group			
Salaries, director fees and others		5,595	4,675

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

35 Segment information

(a) Operating segments

For management purposes, the Group is organised into the following reportable operating segments as follows:

a. Industrial parks segment

The industrial parks segment is engaged in activities consisting of the development, construction, operation and maintenance of industrial properties in Batam Island and Bintan Island together with the supporting infrastructure activities.

b. Utilities segment

The utilities segment is engaged in the activities of provision of electricity and water supply, telecommunication services and waste management and sewage treatment services to the industrial parks in Batam Island and Bintan Island as well as resorts in Bintan Island.

c. Resort operations segment

The resort operations segment is engaged in the activities of provision of tourism and travel related services and supporting services in Bintan Resort including ferry services and ferry terminal operations, workers accommodation, security, fire-fighting services and facilities required by resort operators.

d. Property development segment

The property development segment is engaged in the activities of developing industrial and resort properties in Batam Island and Bintan Island.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

35 Segment information (Cont'd)

(a) Operating segments (Cont'd)

The Group	Industrial Parks \$'000	Utilities \$'000	Resort Operations \$'000	Property Development \$'000	Corporate \$'000	Adjustment/ Elimination \$'000	Total \$'000
31 December 2024							
Operating revenue							
External sales	49,325	114,162	25,663	1,765	-	-	190,915
Inter segment sales	-	105	-	126	-	(231)	-
Total revenue	49,325	114,267	25,663	1,891	-	(231)	190,915
Segment results							
Profit/(loss) from operations	20,467	35,896	(2,077)	(15,538)	(21,516)	-	17,232
Share of associates' results							839
Finance costs							(50,471)
Loss before taxation							(32,400)
Taxation							(14,114)
Loss after taxation							(46,514)
Assets and liabilities							
Segment assets	151,078	122,192	23,566	663,713	16,066	-	976,615
Associates							371,464
Unallocated corporate assets							118,916
Total assets							1,466,995
Segment liabilities	51,728	106,668	9,538	10,145	91,534	-	269,613
Unallocated corporate liabilities							510,158
Total liabilities							779,771
Other material information							
Capital expenditure	54,535	11,019	2,098	165	38	-	67,855
Depreciation and amortisation	11,345	11,670	3,240	3,334	297	-	29,886
Allowance for inventories obsolescence	4	-	-	-	-	-	4
(Loss)/gain on disposal of property, plant and equipment	(19)	-	247	-	-	-	228
Allowance for expected credit losses of trade and other receivables	158	29	(67)	-	-	-	120

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

35 Segment information (Cont'd)

(a) Operating segments (Cont'd)

The Group	Industrial Parks \$'000	Utilities \$'000	Resort Operations \$'000	Property Development \$'000	Corporate \$'000	Adjustment/ Elimination \$'000	Total \$'000
31 December 2023							
Operating revenue							
External sales	47,108	110,260	25,274	24	-	-	182,666
Inter segment sales	-	84	-	123	-	(207)	-
Total revenue	47,108	110,344	25,274	147	-	(207)	182,666
Segment results							
Profit/(loss) from operations	17,479	38,001	(2,235)	(18,671)	(2,639)	-	31,935
Share of associates' results							7,794
Finance costs							(37,515)
Profit before taxation							2,214
Taxation							(17,073)
Loss after taxation							(14,859)
Assets and liabilities							
Segment assets	103,140	119,502	27,318	664,852	5,360	-	920,172
Associates							368,961
Unallocated corporate assets							110,355
Total assets							1,399,488
Segment liabilities	51,459	107,775	9,608	13,159	85,363	-	267,364
Unallocated corporate liabilities							384,390
Total liabilities							651,754
Other material information							
Capital expenditure	49,107	1,861	1,700	86	112	-	52,866
Depreciation and amortisation	12,783	10,902	3,654	3,315	261	-	30,915
Allowance for inventories obsolescence	32	-	-	-	-	-	32
Gain on disposal of property, plant and equipment	5	-	7	4	-	-	16
Allowance for expected credit losses of trade and other receivables	169	-	(116)	-	-	-	53
Loss on deconsolidation of subsidiary	-	-	-	-	54	-	54

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

35 Segment information (Cont'd)

(b) Geographical segments

The Group operates mainly in Indonesia. Accordingly, analysis by geographical segments is not presented.

(c) Segment revenue and segment expense

All segment revenue and expense are directly attributable to the segments.

(d) Segment assets and liabilities

Segment assets include all operating assets and consist principally of trade and other receivables, land inventories, other inventories, investment properties and property, plant and equipment, net of allowances and provisions. While most assets can be directly attributed to individual segments, the carrying amount of certain assets used jointly by two or more segments is allocated on a reasonable basis.

Segment liabilities include all operating liabilities and consist principally of operating and tax payables.

Segment assets and liabilities do not include cash and cash equivalents, deferred tax assets, deferred tax liabilities, loans and borrowings.

The Group does not have any major customers.

36 Financial risk management objectives and policies

The Group and the Company have financial risk management policies setting out the Group's and the Company's overall business strategies and its risk management philosophy. The Group and the Company are exposed to financial risks arising from its diversified operations and the use of financial instruments. The financial risks included market price risk, foreign exchange risk, interest rate risk, credit risk and liquidity risk. The Group's and the Company's overall risk management programme focuses on the unpredictability of financial markets on the Group's and the Company's financial performance.

The Company co-ordinates, under the directions of the directors, financial risk management policies and their implementation on a group-wide basis. The Group's policies are designed to manage the financial impact of fluctuations in interest rates and exchange rates and to minimise the Group's financial risks. It is the Group's policy not to enter into derivative transactions for speculative purposes.

There has been no change to the Group's and the Company's exposure to these financial risks or the manner in which it manages and measures the risk. Market risk exposures are measured using sensitivity analysis indicated below.

(a) Market risk

Market risk is the risk that changes in market prices, such as interest rates, foreign exchange rates and equity prices will have on the Group's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return on risk.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

36 Financial risk management objectives and policies (Cont'd)

(a) Market risk (Cont'd)

(i) Interest rate risk

Interest rate risk is the risk arising from the changes in market interest rates which leads to the fluctuation of the fair value or future cash flow of the financial instruments.

The Group is financed through interest-bearing bank loans, other borrowings such as shareholders' loans, and advances from related parties and debt securities. Therefore, the Group's exposure to market risk for changes in interest rates relates primarily to its long-term borrowings obligations and interest-bearing assets and liabilities. The Group's policy is to obtain the most favourable interest rates available without increasing its foreign currency exposure by managing its interest cost using a mixture of fixed and variable rate debts and long and short-term borrowings. The Group actively reviews its debt portfolio and evaluates the interest rates are in line with the changes in interest rates which is relevant in the money market. The Group also uses hedging instruments such as interest rate swaps to minimise its exposure to interest rate volatility.

Sensitivity analysis for interest rate risk

At the end of reporting period, if Singapore Dollar, United States Dollar and Indonesian Rupiah interest rates had been 50 (31 December 2023 – 50) basis points lower/higher with all other variables held constant, the Group's profit/(loss) net of tax would have been higher/lower by the amounts shown below, arising mainly as a result of lower/higher interest expense on floating rate borrowings.

	Profit/(loss)			
	The Group		The Company	
	2024	2023	2024	2023
	\$'000	\$'000	\$'000	\$'000
Singapore Dollar				
– lower 50 basis points	510	74	1,413	682
– higher 50 basis points	(510)	(74)	(1,413)	(682)
United States Dollar				
– lower 50 basis points	2,032	1,829	1,183	1,565
– higher 50 basis points	(2,032)	(1,829)	(1,183)	(1,565)
Indonesian Rupiah				
– lower 50 basis points	–	–	1,234	1,256
– higher 50 basis points	–	–	(1,234)	(1,256)

Managing interest rate benchmark reference reform and associated risks

A fundamental reform of major interest rate benchmarks is being undertaken globally, including the replacement of some interbank offered rates ("IBORs") with alternative nearly risk-free rates (referred to as "IBOR reform"). In 2024, the Group's new borrowings are indexed to Term Secured Overnight Financing Rate ("Term SOFR") and Singapore Overnight Rate Average ("SORA") in alignment with these changes.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

36 Financial risk management objectives and policies (Cont'd)

(a) Market risk (Cont'd)

(ii) Foreign exchange risk

Currency risk is the risk that the value of a financial instrument will fluctuate due to changes in foreign exchange rates. Currency risk arises when transactions are denominated in foreign currencies.

The Group has transactional currency exposures arising primarily from purchases, assets and liabilities which arise from daily operations that are denominated in a currency other than the respective functional currencies of group entities, primarily Singapore Dollar (SGD) and Indonesian Rupiah (IDR). The foreign currencies in which these transactions are denominated are mainly United States Dollar (USD).

The Group and the Company also hold cash and cash equivalents denominated in foreign currencies for working capital purposes. At the end of the reporting period, such foreign currency balances (mainly in IDR and USD) amounted to S\$95,111,000 (31 December 2023 – S\$102,684,000) and S\$202,000 (31 December 2023 – S\$170,000) for the Group and the Company respectively.

The Group maintains a natural hedge, whenever possible by borrowing in the currency of the country in which its property or investment is located or by borrowing in currencies that match the future revenue streams to be generated from its investments. The Group may enter into cross-currency swaps to hedge the foreign exchange risk of its loans denominated in foreign currency and these swaps are designated as cash flow hedges.

Foreign exchange exposures in transactional currencies other than functional currencies of the operating entities are kept to an acceptable level.

In relation to its investments in foreign subsidiaries whose net assets are exposed to currency translation risk, and which are held for long-term investment purposes, the differences arising from such translation are recorded under the currency translation reserves. These translation differences are reviewed and monitored on a regular basis.

Sensitivity analysis

The following table demonstrates the sensitivity to a reasonably possible change in foreign currencies exchange rate, with all other variables held constant, of the Group's loss before tax (due to changes in the fair value of monetary assets and liabilities).

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

36 Financial risk management objectives and policies (Cont'd)

(a) Market risk (Cont'd)

(ii) Foreign exchange risk (Cont'd)

Sensitivity analysis (Cont'd)

As at each reporting date, the carrying amounts of monetary assets and monetary liabilities denominated in currencies other than the respective group entities' functional currencies are as follows:

The Group	Indonesian Rupiah		United States Dollar		Total	
	2024 \$'000	2023 \$'000	2024 \$'000	2023 \$'000	2024 \$'000	2023 \$'000
Other non-current assets (Note 11)	4,957	778	–	–	4,957	778
Trade and other receivables (Note 14)	21,124	21,105	6,525	6,636	27,649	27,741
Cash and cash equivalents (Note 15)	42,331	46,013	52,780	56,671	95,111	102,684
Trade and other payables (Note 23)	(24,365)	(26,387)	(81,585)	(73,597)	(105,950)	(99,984)
Other non-current liabilities (Note 21)	(16,485)	(14,057)	–	–	(16,485)	(14,057)
Borrowings (Note 19)	–	–	(406,301)	(365,734)	(406,301)	(365,734)
Net assets/(liabilities) exposure	27,562	27,452	(428,581)	(376,024)	(401,019)	(348,572)

	Appreciation/(depreciation) of foreign currency rate	Effect on loss before tax (increase)/decrease \$'000
2024		
Indonesian Rupiah	(4.60%)	(1,268)
Indonesian Rupiah	4.60%	1,268
United States Dollar	(0.50%)	2,143
United States Dollar	0.50%	(2,143)

2023		
Indonesian Rupiah	(5.29%)	(1,452)
Indonesian Rupiah	5.29%	1,452
United States Dollar	(2.60%)	9,777
United States Dollar	2.60%	(9,777)

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

36 Financial risk management objectives and policies (Cont'd)

(a) Market risk (Cont'd)

(ii) Foreign exchange risk (Cont'd)

Sensitivity analysis (Cont'd)

The Company	Indonesian Rupiah		United States Dollar		Total	
	2024	2023	2024	2023	2024	2023
	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
Cash and cash equivalents (Note 15)	–	–	202	170	202	170
Trade and other payables (Note 23)	(85,229)	(78,555)	(93,680)	(83,107)	(178,909)	(161,662)
Borrowings (Note 19)	(246,726)	(251,102)	(236,521)	(313,011)	(483,247)	(564,113)
Net liabilities exposure	<u>(331,955)</u>	<u>(329,657)</u>	<u>(329,999)</u>	<u>(395,948)</u>	<u>(661,954)</u>	<u>(725,605)</u>

	Appreciation/(depreciation) of foreign currency rate	Effect on loss before tax (increase)/decrease \$'000
2024		
Indonesian Rupiah	4.60%	(15,270)
Indonesian Rupiah	(4.60%)	15,270
United States Dollar	(0.50%)	1,650
United States Dollar	0.50%	(1,650)
2023		
Indonesian Rupiah	5.29%	(17,439)
Indonesian Rupiah	(5.29%)	17,439
United States Dollar	(2.60%)	10,295
United States Dollar	2.60%	(10,295)

The average and year end exchange rates for 2024 and 2023 are as follows:

	2024		2023	
	Year end	Average	Year end	Average
Indonesian Rupiah	Rp.11,919/\$1	Rp.11,870/\$1	Rp.11,712/\$1	Rp.11,335/\$1
United States Dollar	US\$0.74/\$1	US\$0.75/\$1	US\$0.76/\$1	US\$0.75/\$1

(iii) Price risk

Price risk is the risk that the value of a financial instrument will fluctuate due to changes in market prices.

The Group does not have any exposure to market price risks. Accordingly, no sensitivity analysis is disclosed.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

36 Financial risk management objectives and policies (Cont'd)

(b) Credit risk

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the Group or the Company to incur a financial loss. For the subsidiaries engaging in consumer financing, a financial loss will arise when the debtor does not meet its contractual obligation.

The financial assets that potentially subject the Group to a significant concentration of credit risk consist principally of cash and bank balances and trade and other receivables. For trade receivables, the Group and the Company adopt the policy of dealing only with customers of appropriate credit history, and obtaining sufficient security, where appropriate, to mitigate credit risk. For other financial assets, the Group and the Company adopt the policy of dealing only with high credit quality counterparties.

The Group's and the Company's objectives are to seek continual growth while minimising losses incurred due to increased credit risk exposure.

The Group has in place credit policies and procedures to ensure ongoing credit evaluation and active account monitoring. Credit risk which is encountered by the Group comes from credits given to customers. To reduce this risk, there is a policy to ensure the product sales are to be made to customers who can be trusted and proven to have a good credit history and pass the credit verification. The Group monitors the receivable balance continuously to maximise installment billings and reduce the possibility of doubtful accounts.

The Group's exposures to credit risk arise from default of other parties, with maximum exposure equal to the carrying amount of these instruments. At the reporting date, there were no significant concentrations of credit risk.

The Group's and the Company's major classes of financial assets are bank deposits, trade and other receivables. Cash is held with financial institutions of good standing/established financial institutions/reputable financial institutions. Further details of credit risks on trade and other receivables are disclosed in Note 14.

The Company gives corporate guarantees to banks for the bank borrowings of its subsidiaries. The maximum exposure of the Company in respect of these guarantees at the reporting date is the amount of S\$Nil (31 December 2023 – S\$14,800,000). At the reporting date, the Company has considered it is not probable that a claim will be made against the Company under such guarantees.

There is no impact on the corporate guarantee as there are no differential rates given by the financial institutions.

Financial assets

The Group applies the SFRS(I) 9 expected credit losses which uses either a 12-month or a lifetime expected credit losses depending on the level of credit risk to measuring loss allowance for all trade receivables and other financial assets.

The Group and the Company apply the simplified approach to measuring expected credit losses which uses a lifetime expected loss allowance for all trade receivables. For all other financial assets, the Group and the Company apply the general approach.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

36 Financial risk management objectives and policies (Cont'd)

(b) Credit risk (Cont'd)

Financial assets (Cont'd)

While cash and cash equivalents are also subject to the impairment requirements, the identified impairment loss was immaterial.

For the non-trade intercompany balances, it is considered to have low credit risk, and the loss allowance recognised during the period was therefore limited to 12 months expected credit losses. Management considers “low credit risk” when they have a low risk of default, and the issuer has a strong capacity to meet its contractual cash flows obligations in the near term.

To measure the expected credit losses, trade receivables have been grouped based on shared credit risk characteristics and days past due.

The expected loss rates are based on the payment profiles of sales over a period of 12 months for trade receivables and the corresponding historical credit losses experienced within this period. The historical loss rates are adjusted to reflect current and forward-looking information on macroeconomic factors affecting the ability of the customers to settle the receivables.

The receivables with “non-performing” credit risk rating have been fully provided for, while the receivables with “performing” credit risk rating are not impaired.

On that basis, the loss allowance as at 31 December 2024 and 2023 was determined as follows for trade and other receivables:

	Trade and other receivables				
	Current	Days past due			Total
		1-30	31-60	>60	
The Group	\$'000	days	days	days	\$'000
As at 31 December 2024					
Expected credit loss rate	4.38%	–	–	13.26%	8.45%
Gross carrying amount	27,379	2,285	1,337	29,522	60,523
Provision for allowance	(1,198)	–	–	(3,916)	(5,114)
As at 31 December 2023					
Expected credit loss rate	7.76%	–	–	12.90%	10.25%
Gross carrying amount	17,342	2,123	1,010	28,537	49,012
Provision for allowance	(1,346)	–	–	(3,680)	(5,026)

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

36 Financial risk management objectives and policies (Cont'd)

(b) Credit risk (Cont'd)

Financial assets (Cont'd)

	Trade and other receivables				
		Days past due			
	Current	1-30	31-60	>60	Total
The Company	\$'000	days	days	days	\$'000
		\$'000	\$'000	\$'000	\$'000
As at 31 December 2024					
Expected credit loss rate	–	–	–	–	–
Gross carrying amount	61,638	–	–	2,737	64,375
Provision for allowance	–	–	–	–	–
As at 31 December 2023					
Expected credit loss rate	–	–	–	–	–
Gross carrying amount	66,897	–	–	2,535	69,432
Provision for allowance	–	–	–	–	–

(c) Liquidity risk

Liquidity risk is the risk that the Group and the Company will encounter difficulty in raising funds to meet commitments associated with financial instruments that are settled by delivering cash or other financial assets. Liquidity risk may result from an inability to sell a financial asset quickly at close to its fair value.

The Group's and the Company's exposure to liquidity risk arise primarily from mismatches of the maturities of financial assets and liabilities. The Group maintains a balance between continuity of accounts receivable collectability and flexibility through the use of borrowings, debt securities and stand-by credit facilities.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

36 Financial risk management objectives and policies (Cont'd)

(c) Liquidity risk (Cont'd)

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

	Contractual undiscounted cash flows				Total carrying amount \$'000
	Not later than one year \$'000	Later than one year and not later than five years \$'000	Later than five years \$'000	Total \$'000	
The Group					
As at 31 December 2024					
Non-derivative financial liabilities:					
Trade and other payables	129,406	–	–	129,406	129,406
Borrowings	48,612	234,685	341,462	624,759	508,286
Other non-current liabilities	–	38,768	–	38,768	38,768
Lease liabilities	4,627	2,199	196	7,022	6,385
	182,645	275,652	341,658	799,955	682,845
As at 31 December 2023					
Non-derivative financial liabilities:					
Trade and other payables	125,731	–	–	125,731	125,731
Borrowings	77,539	361,729	–	439,268	382,351
Other non-current liabilities	–	32,369	–	32,369	32,369
Lease liabilities	6,109	5,425	236	11,770	10,522
	209,379	399,523	236	609,138	550,973

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

36 Financial risk management objectives and policies (Cont'd)

(c) Liquidity risk (Cont'd)

	Contractual undiscounted cash flows				Total carrying amount \$'000
	Not later than one year \$'000	Later than one year and not later than five years \$'000	Later than five years \$'000	Total \$'000	
The Company					
As at 31 December 2024					
Non-derivative financial liabilities:					
Trade and other payables	204,567	–	–	204,567	204,567
Borrowings	526,688	128,032	164,928	819,648	765,795
Other non-current liabilities	–	54	–	54	54
Lease liabilities	618	412	–	1,030	924
	<u>731,873</u>	<u>128,498</u>	<u>164,928</u>	<u>1,025,299</u>	<u>971,340</u>
As at 31 December 2023					
Non-derivative financial liabilities:					
Trade and other payables	187,108	–	–	187,108	187,108
Borrowings	515,710	252,288	–	767,998	700,446
Other non-current liabilities	–	54	–	54	54
Lease liabilities	618	1,030	–	1,648	1,415
	<u>703,436</u>	<u>253,372</u>	<u>–</u>	<u>956,808</u>	<u>889,023</u>

The Group and the Company ensure that there are adequate funds to meet all its obligations in a timely and cost-effective manner.

The Company is able to raise funds through bank borrowings and capital markets, and dividend income from subsidiaries to settle its current liabilities for the next twelve months.

(d) Project development risk

Construction delays can result in loss of revenue. The failure to complete construction of a project according to its planned specifications or schedule may result in liabilities, reduced project efficiency and lower returns. The Group manages this risk by closely monitoring the progress of all projects through all stages of construction.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

37 Capital management

The Group's and the Company's objectives when managing capital are:

- (a) To safeguard the Group's and the Company's abilities to continue as a going concern;
- (b) To support the Group's and the Company's stabilities and growth;
- (c) To provide capital for the purpose of strengthening the Group's and the Company's risk management capabilities; and
- (d) To provide an adequate return to shareholders.

The Group actively and regularly reviews and manages its capital structure to ensure optimal capital structure and shareholders' returns, taking into consideration the future capital requirements of the Group and capital efficiency, prevailing and projected profitability, projected operating cash flows, projected capital expenditures and projected strategic investment opportunities. The Group and the Company currently do not adopt any formal dividend policy.

The Group and the Company monitor capital net debt ratio, which is net debt divided by total equity plus debt. Net debt refers to all borrowings including lease liabilities, less cash and cash equivalents in the statement of financial position. The Group and the Company do not have a defined gearing ratio benchmark or range.

The capital net debt ratios at 31 December 2024 and 2023 were as follows:

	The Group		The Company	
	2024 \$'000	2023 \$'000	2024 \$'000	2023 \$'000
Net Debt	396,839	283,736	759,973	701,172
Total equity + debt	1,201,895	1,140,607	1,397,055	1,397,478
Capital net debt ratio	0.33	0.25	0.54	0.50

There were no changes in the Group's and the Company's approach to capital management during the year.

The Company and its subsidiaries are not subject to externally imposed capital requirements except as disclosed in Note 19.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

38 Financial instruments

Accounting classification of financial assets and financial liabilities

The fair values of financial assets and financial liabilities are as follows:

		The Group		The Company	
		2024	2023	2024	2023
Financial assets	Note	\$'000	\$'000	\$'000	\$'000
Financial assets at amortised cost					
Trade and other receivables	14	55,409	43,986	64,375	69,432
Cash and cash equivalents	15	117,832	109,137	6,746	689
Other non-current assets ⁽¹⁾	11	5,106	998	416	416
		178,347	154,121	71,537	70,537

(1) Comprises deposits, other receivables and other investments.

		The Group		The Company	
		2024	2023	2024	2023
Financial liabilities	Note	\$'000	\$'000	\$'000	\$'000
Financial liabilities at amortised cost					
Trade and other payables	23	129,406	125,731	204,567	187,108
Borrowings	19	508,286	382,351	765,795	700,446
Other non-current liabilities	21	38,768	32,369	54	54
Lease liabilities	22	6,385	10,522	924	1,415
		682,845	550,973	971,340	889,023

39 Fair value measurement

Definition of fair value

SFRS(I) defines fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

Fair value hierarchy

Financial assets and financial liabilities measured at fair value in the statements of financial position are grouped into three levels of a fair value hierarchy. The three levels are defined based on the observability of significant inputs to the measurement as follows:

- Level 1 : quoted prices (unadjusted) in active markets for identical assets or liabilities
- Level 2 : inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly
- Level 3 : unobservable inputs for the asset or liability

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

39 Fair value measurement (Cont'd)

Fair value measurement of financial instruments

(i) Level 1, 2 and 3 fair value measurements

The Group did not have any financial assets and financial liabilities measured at fair value in the statements of financial position that were grouped into three levels of a fair value hierarchy as at 31 December 2024 and 31 December 2023.

(ii) Fair value of financial instruments by classes that are not carried at fair value and whose carrying amount are reasonable approximation of fair value.

The carrying amounts of the current financial assets and financial liabilities approximate their respective fair values due to the relative short-term maturity of these financial assets and financial liabilities.

The fair values of non-current borrowings and lease liabilities are calculated based on discounted expected future principal and interest cash flows. The discount rates used are based on the market rate for similar instruments at the end of the financial year. As at the end of the financial year, the fair values of the non-current borrowings and lease liabilities approximate their carrying amounts.

(iii) Non-financial assets and liabilities not carried at fair value but for which fair value is disclosed

The Group's investment properties and employee benefit liabilities are not measured at fair values, but which fair values are disclosed. They are classified under Level 3 of the fair value hierarchy. The details on the fair value of investment properties and employee benefit liabilities are disclosed in Notes 7 and 20, respectively.

40 Events after end of reporting period

In February 2025, Regent Group Pte Ltd ("Regent"), a 40%-owned associate of the Company, secured banking facilities of up to S\$12.5 million for its operation. Apart from securities provided by the Regent Group, the loan requires corporate guarantee from its shareholders. Accordingly, the Company jointly provided corporate guarantee with Legend Logistics Limited. The corporate guarantee is joint and several, notwithstanding that the guarantee is proportionate to the shareholding.

STATISTICS OF SHAREHOLDINGS

As at 18 March 2025

Number of Issued Shares	:	5,463,605,283
Number of Treasury Shares	:	450,000
Number of Issued Shares (excluding Treasury Shares)	:	5,463,155,283
Class of Shares	:	Ordinary
Voting Rights	:	One vote per share

DISTRIBUTION OF SHAREHOLDINGS

Size of Shareholdings	Number of Shareholders	%	Number of Shares	%
1 – 99	32	1.14	1,081	0.00
100-1,000	424	15.17	195,245	0.00
1,001-10,000	793	28.36	5,630,029	0.10
10,001-1,000,000	1,519	54.33	120,002,312	2.20
1,000,001 and above	28	1.00	5,337,776,616	97.70
Total	2,796	100.00	5,463,605,283	100.00

TWENTY LARGEST SHAREHOLDERS

No.	Name	Number of Shares	% of Shares
1	CITIBANK NOMS SPORE PTE LTD	2,421,654,839	44.32
2	RAFFLES NOMINEES (PTE) LIMITED	1,001,632,500	18.33
3	UOB KAY HIAN PTE LTD	948,888,837	17.37
4	CGS INTL SECURITIES SINGAPORE PL	433,510,800	7.93
5	HSBC (SINGAPORE) NOMINEES PTE LTD	199,680,400	3.65
6	PHILLIP SECURITIES PTE LTD	112,050,640	2.05
7	TERRAFIRMA PROPERTY HOLDINGS LTD	102,609,023	1.88
8	MAYBANK SECURITIES PTE. LTD.	20,152,003	0.37
9	CIGA ENTERPRISES PTE LTD	18,770,000	0.34
10	OCBC SECURITIES PRIVATE LTD	18,093,629	0.33
11	DBS NOMINEES PTE LTD	17,694,000	0.32
12	MORGAN STANLEY ASIA (S) SEC PTE LTD	9,939,300	0.18
13	GOH BEE LAN	5,185,600	0.09
14	UNITED OVERSEAS BANK NOMINEES P L	3,255,552	0.06
15	PT ELITINDO CITRALESTARI	3,106,688	0.06
16	LIM KEE YEK	3,038,300	0.06
17	CHNG BENG HUA	2,300,000	0.04
18	OCBC NOMINEES SINGAPORE PTE LTD	1,976,300	0.04
19	LEE KAI HENG	1,900,000	0.03
20	LIM CHYE SOON (LIN CAISHUN)	1,850,000	0.03
Total:		5,327,288,411	97.48

STATISTICS OF SHAREHOLDINGS

As at 18 March 2025

PUBLIC FLOAT

Based on the information available to the Company as at 18 March 2025, 26.88% of the issued ordinary shares of the Company is held by the public, and therefore, Rule 723 of the Listing Manual issued by the Singapore Exchange Securities Trading Limited is complied with.

SUBSTANTIAL SHAREHOLDERS

Substantial Shareholder	Direct interest	Deemed interest	Total interest	%
Parallax Holdings Limited (" PHL ")	2,936,862,151	–	2,936,862,151	53.76
Diamond Mint Limited (" Diamond Mint ") ⁽¹⁾	–	2,936,862,151	2,936,862,151	53.76
Dornier Profits Limited (" Dornier ") ⁽²⁾	189,545,100	467,466,638	657,011,738	12.03
Parallax Venture Partners XXX Ltd (" PVP ") ⁽³⁾	–	657,011,738	657,011,738	12.03
PT Buanacitra Alamsemesta (" BCA ") ⁽⁴⁾	–	657,011,738	657,011,738	12.03
PT Bahana Cakrakarsa (" BCK ") ⁽⁴⁾	–	657,011,738	657,011,738	12.03
Jaslene Limited (" Jaslene ") ⁽⁵⁾	–	2,936,862,151	2,936,862,151	53.76
River Point Ventures Limited (" River Point ")	397,000,000	–	397,000,000	7.27
Smart Head Assets Limited (" Smart Head ") ⁽⁶⁾	–	397,000,000	397,000,000	7.27
Anthoni Salim ⁽⁷⁾	–	3,993,980,577	3,993,980,577	73.11

Notes:

- (1) Diamond Mint has a controlling interest in PHL and is deemed to be interested in the Shares in which PHL has an interest.
- (2) Dornier has a deemed interest in 467,466,638 Shares by virtue of an agreement pursuant to which Dornier agreed to acquire from PVP such Shares.
- (3) PVP has a deemed interest in 657,011,738 Shares comprising:
 - (a) a deemed interest in 467,466,638 Shares held through financial institutions, by virtue of Section 4(3) of the SFA; and
 - (b) a deemed interest in Dornier's 189,545,100 Shares, by virtue of Section 4(5) of the SFA.
- (4) BCA has a controlling interest in PVP and BCK has an interest in more than 20% of the issued share capital of PVP. Each BCA and BCK is deemed to be interested in the Shares in which PVP has an interest.
- (5) Jaslene has a controlling interest in Diamond Mint and is deemed to be interested in the Shares in which PHL has an interest.
- (6) Smart Head has a controlling interest in River Point and is deemed to be interested in the Shares in which River Point has an interest.
- (7) Anthoni Salim is deemed to have an interest in the Shares in which PHL, PVP, River Point and Dornier have an interest and the 3,106,688 Shares owned by PT Elitindo Citralestari.

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting (“AGM”) of Gallant Venture Ltd. (the “Company”) will be convened and held at Orchid Ballroom, Holiday Inn Singapore Orchard City Centre, 11 Cavenagh Road, Singapore 229616 on **Monday, 28 April 2025 at 10.00 a.m.** to transact the following businesses:

AS ORDINARY BUSINESS

1. To receive and adopt the Audited Financial Statements of the Company for the financial year ended 31 December 2024 together with the Directors’ Statement and Auditors’ Report thereon.
(Resolution 1)
2. To approve the Directors’ fee of S\$418,333/- for the financial year ended 31 December 2024 (2023: S\$455,000/-).
(Resolution 2)
3. To re-elect the following Directors retiring under Regulation 111 of the Constitution of the Company.
 - (a) Mr Lim Chee San
(Resolution 3)
(See Explanatory Note 1)
 - (b) Mr Eugene Cho Park
(Resolution 4)
(See Explanatory Note 2)
 - (c) Mr Axton Salim
(Resolution 5)
(See Explanatory Note 3)
4. To re-appoint Foo Kon Tan LLP as Auditors of the Company and to authorise the Directors to fix their remuneration.
(Resolution 6)

AS SPECIAL BUSINESS

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

5. Authority to issue shares

That authority be and is hereby given to the Directors of the Company to:

- (a) (i) issue shares in the Company (“**Shares**”) whether by way of rights, bonus or otherwise; and/or
- (ii) make or grant offers, agreements or options (collectively, “**Instruments**”) that might or would require Shares to be issued during the continuance of this authority or thereafter, including but not limited to the creation and issue of (as well as adjustments to) 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) issue Shares in pursuance of any Instrument made or granted by the Directors while such authority was in force (notwithstanding that such issue of Shares pursuant to the Instruments may occur after the expiration of the authority contained in this Resolution),

NOTICE OF ANNUAL GENERAL MEETING

Provided that:

- (c) the aggregate number of the Shares to be issued pursuant to such authority (including the Shares to be issued in pursuance of Instruments made or granted pursuant to such authority), does not exceed 50% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) (as calculated in accordance with paragraph (d) below), and provided further that where shareholders of the Company ("**Shareholders**") are not given the opportunity to participate in the same on a pro-rata basis, then the Shares to be issued under such circumstances (including the Shares to be issued in pursuance of Instruments made or granted pursuant to such authority) shall not exceed 20% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) (as calculated in accordance with paragraph (d) below);
- (d) (subject to such manner of calculation as may be prescribed by the Singapore Exchange Securities Trading Limited ("**SGX-ST**") for the purpose of determining the aggregate number of the Shares that may be issued under paragraph (c) above, the total number of issued Shares (excluding treasury shares and subsidiary holdings) shall be based on the total number of issued Shares of the Company (excluding treasury shares and subsidiary holdings) at the time such authority was conferred, after adjusting for:
 - (i) new Shares arising from the conversion or exercise of any convertible securities;
 - (ii) new Shares arising from exercising share options or the vesting of share awards, provided the share options or share awards were granted in compliance with the listing rules of the SGX-ST; and
 - (iii) any subsequent bonus issue, consolidation or subdivision of the Shares,
 provided further that adjustments in accordance with sub-paragraph (d)(i) and (ii) above are only to be made in respect of new Shares arising from convertible securities, share options or share awards which were issued and are outstanding or subsisting at the time of the passing of this resolution;
- (e) in this Resolution, "**subsidiary holdings**" shall have the meaning ascribed to it in the listing rules of the SGX-ST; and
- (f) (unless revoked or varied by the Company in general meeting), the authority so conferred shall continue in force until the conclusion of the next AGM of the Company or the date by which the next AGM of the Company is required by law to be held, whichever is the earlier.

(Resolution 7)
(See Explanatory Note 4)

6. Renewal of the Shareholders' Mandate for Interested Person Transactions

That:

- (a) approval be and is hereby given, for the purposes of Chapter 9 of the Listing Manual ("**Chapter 9**") of the SGX-ST, for the Company, its subsidiaries and associated companies that are considered to be "entities at risk" under Chapter 9, or any of them, to enter into any of the transactions falling within the types of Interested Person Transactions as set out in the Appendix to this Notice of AGM (the "**Appendix**"), with any party who falls within the classes of interested persons as described in the Appendix, provided that such transactions are made on normal commercial terms and are in accordance with the review procedures for Interested Person Transactions as set out in the Appendix (the "**IPT Mandate**");

NOTICE OF ANNUAL GENERAL MEETING

- (b) the IPT Mandate shall, unless revoked or varied by the Company in general meeting, continue in force until the date on which the next AGM of the Company is held or is required by law to be held, whichever is earlier;
- (c) the Audit and Risk Management Committee of the Company be and is hereby authorised to take such action as it deems proper in respect of procedures and/or to modify or implement such procedures as may be necessary to take into consideration any amendment to Chapter 9 of the Listing Manual of the SGX-ST which may be prescribed by the SGX-ST from time to time; and
- (d) the Directors of the Company be and are hereby authorised to complete and do all such acts and things (including, without limitation, executing all such documents as may be required) as they may consider expedient or necessary or in the interests of the Company to give effect to the IPT Mandate and/or this Resolution.

(Resolution 8)

(See Explanatory Note 5)

7. Renewal of the Share Purchase Mandate

That:

- (a) for the purposes of Sections 76C and 76E of the Companies Act 1967 of Singapore (the “**Companies Act**”) as may be amended from time to time, the exercise by the Directors of the Company of all the powers of the Company to purchase or otherwise acquire issued and fully paid ordinary shares in the Company (the “**Shares**”) not exceeding in aggregate the Prescribed Limit (as hereinafter defined), at such price or prices as may be determined by the Directors of the Company from time to time up to the Maximum Price (as hereinafter defined), whether by way of:
 - (i) market purchases (each a “**Market Purchase**”) on the SGX-ST; and/or
 - (ii) off-market purchases (each an “**Off-Market Purchase**”) effected otherwise than on the SGX-ST in accordance with any equal access scheme(s) as may be determined or formulated by the Directors of the Company as they consider fit, which scheme(s) shall satisfy all the conditions prescribed by the Companies Act,

and otherwise in accordance with all other laws, regulations and listing rules of the SGX-ST as may for the time being be applicable, be and is hereby authorised and approved generally and unconditionally (the “**Share Purchase Mandate**”);

- (b) unless varied or revoked by the Company in general meeting, the authority conferred on the Directors of the Company pursuant to the Share Purchase Mandate in paragraph (a) of this Resolution may be exercised by the Directors of the Company at any time and from time to time during the period commencing from the date of the passing of this Resolution and expiring on the earliest of:
 - (i) the date on which the next AGM of the Company is held;
 - (ii) the date by which the next AGM of the Company is required by law to be held; or
 - (iii) the date on which purchases or acquisitions of Shares are carried out to the full extent mandated;

NOTICE OF ANNUAL GENERAL MEETING

(c) in this Resolution:

“**subsidiary holdings**” has the meaning ascribed to it in the listing rules of the SGX-ST;

“**Prescribed Limit**” means, subject to the Companies Act, 10% of the total number of issued Shares of the Company (excluding subsidiary holdings and any Shares which are held as treasury shares) as at the date of the passing of this Resolution; and

“**Maximum Price**”, in relation to a Share to be purchased or acquired, means an amount (excluding brokerage, stamp duties, applicable goods and services tax and other related expenses) not exceeding:

(i) in the case of a Market Purchase, 105% of the Average Closing Price (as defined hereinafter); and

(ii) in the case of an Off-Market Purchase, 120% of the Average Closing Price (as defined hereinafter),

where:

“**Average Closing Price**” means the average of the Closing Market Prices (as defined hereafter) of the Shares over the last five Market Days on the SGX-ST, on which transactions in the Shares were recorded, immediately preceding the day of the Market Purchase or, as the case may be, the date of the making of the offer pursuant to the Off-Market Purchase, and deemed to be adjusted for any corporate action that occurs during such five-Market Day period and the day of the Market Purchase or, as the case may be, the date of the making of the offer pursuant to the Off-Market Purchase;

“**Closing Market Price**” means the last dealt price for a Share transacted through the SGX-ST’s trading system as shown in any publication of the SGX-ST or other sources;

“**date of the making of the offer**” means the day on which the Company announces its intention to make an offer for the purchase or acquisition of Shares from shareholders, stating the purchase price (which shall not be more than the Maximum Price calculated on the foregoing basis) for each Share and the relevant terms of the equal access scheme for effecting the Off-Market Purchase; and

“**Market Day**” means a day on which the SGX-ST is open for trading in securities; and

(d) the Directors of the Company be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they may consider expedient or necessary to give effect to the transactions contemplated by this Resolution.

(Resolution 9)
(See Explanatory Note 6)

ANY OTHER BUSINESS

8. To transact any other business which may be properly transacted at an AGM.

BY ORDER OF THE BOARD

Choo Kok Kiong
Company Secretary
Singapore, 11 April 2025

NOTICE OF ANNUAL GENERAL MEETING

Explanatory Notes:

1. Mr Lim Chee San will, upon being re-elected as Director, continue as Independent Chairman of the Board, Chairman of the Audit and Risk Management Committee and member of the Nominating and Remuneration Committees. Mr Lim is considered independent for purposes of Rule 704(8) of the Listing Manual.
2. Mr Eugene Cho Park will, upon being re-elected as Director, continue as Executive Director.
3. Mr Axton Salim will, upon being re-elected as Director, continue as Non-Independent and Non-Executive Director.

The detailed information of Mr Lim Chee San, Mr Eugene Cho Park and Mr Axton Salim can be found on pages 10 to 16 of the Annual Report 2024.

4. Ordinary Resolution 7 is to authorise the Directors of the Company from the date of the above Meeting until the next AGM to issue Shares and convertible securities in the Company up to an amount not exceeding in total 50% of the total number of issued Shares in the capital of the Company (excluding treasury shares and subsidiary holdings) calculated on the basis set out in the said resolution. For issues of Shares and convertible securities other than on a pro rata basis to all Shareholders, the aggregate number of Shares and convertible securities to be issued shall not exceed 20% of the total number of issued Shares in the capital of the Company (excluding treasury shares and subsidiary holdings) calculated on the basis set out in the said resolution. This authority will, unless revoked or varied at a general meeting, expire at the next AGM of the Company or the date by which the next AGM of the Company is required by law to be held, whichever is earlier.
5. Ordinary Resolution 8 relates to Renewal of the Shareholders' Mandate for Interested Person Transactions which was approved by the shareholders on 29 April 2024 allowing the Company, its subsidiaries and associated companies to enter into transactions with interested persons as defined in Chapter 9 of the Listing Manual of the SGX-ST. Please refer to the Appendix to this Notice of AGM for more information.
6. Ordinary Resolution 9 relates to the renewal of the Share Purchase Mandate, which was first approved by the shareholders on 23 January 2009 and was renewed at the previous AGMs of the Company, authorising the Company to purchase its own Shares. Please refer to the Appendix to this Notice of AGM for more information.

Notes:

Format of Meeting

1. The **AGM** will be held physically at Orchid Ballroom, Holiday Inn Singapore Orchard City Centre, 11 Cavenagh Road, Singapore 229616 on **28 April 2025 at 10.00 a.m.** Shareholders, including CPF and SRS investors, and (where applicable) duly appointed proxies and representatives will be able to ask questions and vote at the AGM by attending the AGM in person. **There will be no option for shareholders to participate virtually.**

The Notice of AGM, Proxy Form, Request Form, the Annual Report (including the Appendix) will be made available on the Company's website at the URL <http://www.gallantventure.com> and the SGX website at the URL <https://www.sgx.com/securities/company-announcements>. Printed copies of this Notice of AGM, the accompanying Proxy Form and the Request Form will be sent by post to members.

Appointment of Proxy(ies)

2. (a) A member who is not a relevant intermediary is entitled to appoint not more than two proxies to attend, speak and vote at the AGM. Where such member appoints more than one proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the Proxy Form.
- (b) A member who is a relevant intermediary is entitled to appoint more than two proxies to attend, speak and vote at the AGM, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such member appoints more than two proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the Proxy Form.

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

3. A proxy need not be a member of the Company. A member may choose to appoint the Chairman of the Meeting as his/her/its proxy.
4. The Proxy Form must be submitted to the Company in the following manner:
 - (a) if submitted personally or by post, be lodged at the Company's registered address at 3 HarbourFront Place #16-01 HarbourFront Tower Two, Singapore; or
 - (b) if submitted electronically, be submitted via email to the Company at proxy_forms@gallantventure.com,

in either case, by 10.00 a.m. on 25 April 2025 (being 72 hours before the time appointed for the holding of the AGM).

NOTICE OF ANNUAL GENERAL MEETING

5. For investors who hold shares through relevant intermediaries, including Central Provident Fund (“**CPF**”) Investment Schemes (such investors, the “**CPF Investors**”) and/or Supplementary Retirement Schemes (“**SRS**”) (such investors, the “**SRS Investors**”):
- (a) may vote at the AGM if they are appointed as proxies by their respective CPF Agent Banks or SRS Operators, and should contact their respective CPF Agent Banks or SRS Operators if they have any queries regarding their appointment as proxies; or
 - (b) may appoint the Chairman of the Meeting as proxy to vote on their behalf at the AGM in which case they should inform their respective CPF Agent Banks or SRS Operators.

Submission of questions

6. Shareholders, including CPF and SRS investors, may submit substantial and relevant questions related to the resolutions to be tabled for approval at AGM in advance of the AGM:
- (a) by post to the Company’s registered address at 3 HarbourFront Place #16-01 HarbourFront Tower Two, Singapore; or
 - (b) by email to the Company at questions@gallantventure.com.

Shareholders submitting questions are required to provide the following details: (i) the shareholder’s full name; (ii) the shareholder’s identification/registration number; and (iii) the manner in which the shareholder holds shares in the Company (e.g. via CDP, CPF, SRS and/or Scrip), for verification purposes, failing which the Company shall be entitled to regard the submission as invalid and not respond to the questions submitted.

All the questions submitted in advance must be received by 5.00 p.m. on 19 April 2025 (“**prescribed deadline**”).

7. The Company will address all substantial and relevant questions received by the prescribed deadline and publish its responses to such questions on the Company’s website and SGXNet by 10.00 am on 23 April 2025. For questions received after the prescribed deadline, the Company will endeavour to address them together with questions raised at the AGM. Where substantially similar questions are received, the Company will consolidate such questions and consequently not all questions may be individually addressed.
8. The Company will, within one month after the date of the AGM, publish the minutes of AGM on the Company’s website and SGXNet and the minutes will include the responses to the substantial and relevant questions received after the prescribed deadline which have not already been addressed prior to the AGM as well as the questions raised during the AGM.

Personal data privacy

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

GALLANT VENTURE LTD.

Company Registration No. 200303179Z
(Incorporated in the Republic of Singapore)

PROXY FORM ANNUAL GENERAL MEETING

IMPORTANT

- The AGM (as defined below) will be held physically at 10.00 a.m. on Monday, 28 April 2025 at Orchid Ballroom, Holiday Inn Singapore Orchard City Centre, 11 Cavenagh Road, Singapore 229616. **There will be no option for shareholders to participate virtually.**
- This Proxy Form is not valid for use and shall be ineffective for all intents and purposes, if used or purported to be used by CPF and SRS investors.
- CPF and SRS investors:
 - may vote at the AGM if they are appointed as proxies by their respective CPF Agent Banks or SRS Operators, and should contact their respective CPF Agent Banks or SRS Operators if they have any queries regarding their appointment as proxies; or
 - may appoint the Chairman of the Meeting as proxy to vote on their behalf at the AGM in which case they should inform their respective CPF Agent Banks or SRS Operators.
- By submitting Proxy Form, the member accepts and agrees to the personal data privacy terms set out in the Notice of AGM dated 11 April 2025.
- Please read the notes overleaf which contain instructions on, inter alia, the appointment of proxy(ies).

*I/We _____ (Name) _____ (*NRIC/Passport/Co. Reg Number)

of _____ (Address)
being of a *member/members of Gallant Venture Ltd. (the “**Company**”), hereby appoint:

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

*and/or

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

or failing *him/them, the Chairman of the Meeting as *my/our *proxy/proxies to attend, speak and vote for *me/us on *my/our behalf at the Annual General Meeting of the Company (“**AGM**”) to be held at 10.00 a.m. on Monday, 28 April 2025 at Orchid Ballroom, Holiday Inn Singapore Orchard City Centre, 11 Cavenagh Road, Singapore 229616 and at any adjournment thereof. Voting will be conducted by poll. *I/We direct *my/our* proxy/proxies to vote for or against or to abstain from voting on the resolutions to be proposed at the AGM as indicated below.

No.	Resolutions	For [^]	Against [^]	Abstain [^]
Ordinary Business				
1.	To receive and adopt the Audited Financial Statements, Directors' Statement and Auditor's Report for the financial year ended 31 December 2024			
2.	To approve Directors' fee of S\$418,333 for the financial year ended 31 December 2024			
3.	To re-elect Mr Lim Chee San as a Director			
4.	To re-elect Mr Eugene Cho Park as a Director			
5.	To re-elect Mr Axton Salim as a Director			
6.	To re-appoint Foo Kon Tan LLP as Auditors and to authorise the Directors to fix their remuneration			
Special Business				
7.	To authorise Directors to issue shares pursuant to Section 161 of the Companies Act 1967 of Singapore			
8.	To approve the renewal of the IPT Mandate for Interested Person Transactions			
9.	To approve the renewal of the Share Purchase Mandate			

* Delete as appropriate

[^] If you wish to exercise all your votes “For” or “Against” the resolutions or if you wish to abstain from voting on the resolutions in respect of all your votes, please indicate with an “x” or a “✓” within the box provided. Alternatively, if you wish to exercise some and not all your votes “For”, “Against” or “Abstain”, please indicate the number of votes “For”, the number of votes “Against” and/or the number of votes “Abstain” in the boxes provided for the resolutions. For avoidance of doubt, if you are required to abstain from voting on the resolutions, you must abstain in respect of all (and not some only) for your votes.

Dated this _____ day of _____ 2025

Total Number of Shares Held	
-----------------------------	--

Signature(s) or Common Seal of Members



NOTES TO PROXY FORM

1. If the member has shares entered against his/her/its name in the Depository Register (maintained by The Central Depository (Pte) Limited), he/she/it should insert that number of shares. If the member has shares registered in his/her/its name in the Register of Members (maintained by or on behalf of the Company), he/she/it should insert that number of shares. If the member has shares entered against his/her/its name in the Depository Register and shares registered in his/her/its name in the Register of Members, he/she/it should insert the aggregate number of shares. If no number is inserted, the Proxy Form will be deemed to relate to all the shares held by the member.
2. (a) A member who is not a relevant intermediary is entitled to appoint not more than two proxies to attend, speak and vote at the AGM. Where such member appoints more than one proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the Proxy Form.
(b) A member who is a relevant intermediary is entitled to appoint more than two proxies to attend, speak and vote at the AGM, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such member appoints more than two proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the Proxy Form.

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

A member who wishes to appoint a proxy(ies) must complete the Proxy Form appointing a proxy(ies), before submitting it in the manner set below.

3. A proxy need not be a member of the Company. A member may choose to appoint the Chairman of the Meeting as his/her/its proxy.
4. The Proxy Form must be submitted to the Company in the following manner:
 - (a) if submitted personally or by post, be lodged at the Company’s registered address at 3 HarbourFront Place #16-01 HarbourFront Tower Two, Singapore; or

fold here

Affix
Postage
Stamp

The Company Secretary
GALLANT VENTURE LTD.
3 HarbourFront Place
#16-01 HarbourFront Tower Two
Singapore 099254

fold here

- (b) if submitted electronically, be submitted via email to the Company at proxy_forms@gallantventure.com
- in either case, by 10.00 a.m. on 25 April 2025, being 72 hours before the time appointed for holding the AGM.
5. Completion and submission of the Proxy Form by a member will not prevent him/her from attending, speaking and voting at the AGM if he/she so wishes. The appointment of the proxy(ies) for the AGM will 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 Proxy Form to the AGM.
6. The Proxy Form must be signed under the hand of the appointor or of his/her attorney duly authorised in writing. Where the Proxy Form is executed by a corporation, it must be executed either under its common seal or under the hand of its attorney or a duly authorised officer.
7. Where Proxy Form is signed on behalf of the appointor by an attorney, the letter or power of attorney or a duly certified copy thereof must (failing previous registration with the Company), if the Proxy Form is submitted personally or by post, be lodged with the Proxy Form or, if the Proxy Form is submitted electronically via email, be emailed with the Proxy Form, failing which, the Proxy Form may be treated as invalid.
8. The Company shall be entitled to reject the Proxy Form, which is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the Proxy Form (including any related attachment). In addition, in the case of a member whose shares are entered in the Depository Register, the Company may reject the Proxy Form if the member, being the appointor, is not shown to have shares entered against his/her/its name in the Depository Register as at 72 hours before the time appointed for holding the AGM, as certified by The Central Depository (Pte) Limited to the Company.
9. By submitting the Proxy Form, the member accepts and agrees to the personal data privacy terms set out in the Notice of AGM dated 11 April 2025.



GALLANT VENTURE LTD.

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